

MARVEL

the **AMAZING SPIDER-MAN**®



JRJR
+
MURRAY

**THE COMPLETE BEN REILLY EPIC
BOOK 6**

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

WRITERS

Howard Mackie, Tom DeFalco, Glenn Herdling, Darick Robertson, Steve Gerber, Todd Dezago, J.M. DeMatteis, Glenn Greenberg, Mark Bernardo, Roger Stern & Joe Edkin

PENCILERS

John Romita Jr., Ron Garney, Joe Bennett, Darick Robertson, James Fry, Luke Ross, Mike Wieringo, Steve Skroce, Kyle Hotz & Ben Herrera with Dan Lawlis

INKERS

Al Williamson, Joe Pimentel, Tim Dzon, Jerome K. Moore, Chris Ivy, John Stanisci, Richard Case, Bud LaRosa, Scott Hanna, Mike Christian & Keith Aiken with Jason Moore, Kyle Hotz & Al Milgrom

COLORISTS

Kevin Tinsley, Bob Sharen, Christie Scheele, Tom Smith, John Kalisz, Gregory Wright, Mark Bernardo, Ian Laughlin, Digital Chameleon & Graphic ColorWorks

LETTERERS

Jack Morelli, Bill Oakley, Janice Chiang and Richard Starkings & Comicraft with Liz Agraphotis, Emerson Miranda & Albert Deschesne

EDITORS

Ralph Macchio, Tom Brevoort & Matt Hicks

Cover Artists: John Romita Jr. & Al Milgrom

Collection Editor: Mark D. Beazley

Assistant Editors: Nelson Ribeiro & Alex Starbuck

Editor, Special Projects: Jennifer Grünwald

Senior Editor, Special Projects: Jeff Youngquist

Senior Vice President of Sales: David Gabriel

SVP of Brand Planning & Communications: Michael Pasciullo

Research & Layout: Jeph York

Production: ColorTek & Ryan Devall

Digital Manager/Production: Tim Smith 3

Digital Production: Rachel Young

Editor In Chief: Axel Alonso

Chief Creative Officer: Joe Quesada

Publisher: Dan Buckley

Producer: Alan Fine

MARVEL[®]
COMICS



SPIDER-MAN[®]

OCT. '96 73

APPROVED
BY THE
COMICS
CODE
AUTHORITY



JRJR
S.H.

FLASHPOINT!

THE ROOFTOPS OF MANHATTAN.

A PLACE KNOWN TO SOME AS THE THIEVES' HIGHWAY.

FROM HERE YOU CAN TRAVEL IN ANY DIRECTION FOR DOZENS OF BLOCKS.

IT'S HERE THAT WE FIND PETER PARKER, FREELANCE PHOTOJOURNALIST FOR THE DAILY BUGLE.

A NEAR-DEATH EXPERIENCE.

THE SPORADIC RETURN OF MY SPIDER-POWERS.

A BATTLE WITH A FEW DOZEN SENTINELS WHO TOOK OVER THE CITY IN THE NAME OF A MUTANT DEMI-GOD CALLING HIMSELF ONSLAUGHT.

THE DISAPPEARANCE OF EVERY MAJOR LEAGUE SUPER HERO IN THIS TOWN.

LAI D OFF FROM MY STAFF JOB AT THE BUGLE -- WITH MY WIFE DUE TO HAVE OUR FIRST CHILD ANYTIME NOW.

YOU GOT TO LOVE BEING ME!



THE CHOICES I SEE ARE EITHER FIND A NEW PAIR OF TIGHTS, A NEW MONIKER AND PITCH IN TO HELP SPIDER-MAN WITH THE NEW YORK CITY CRIME SCENE, OR...

... TRY TO EARN ENOUGH MONEY TAKING PICTURES TO KEEP A ROOF OVER THE HEADS OF MY WIFE AND CHILD.

FOR NOW, I'M OPTING FOR THE ROOF.



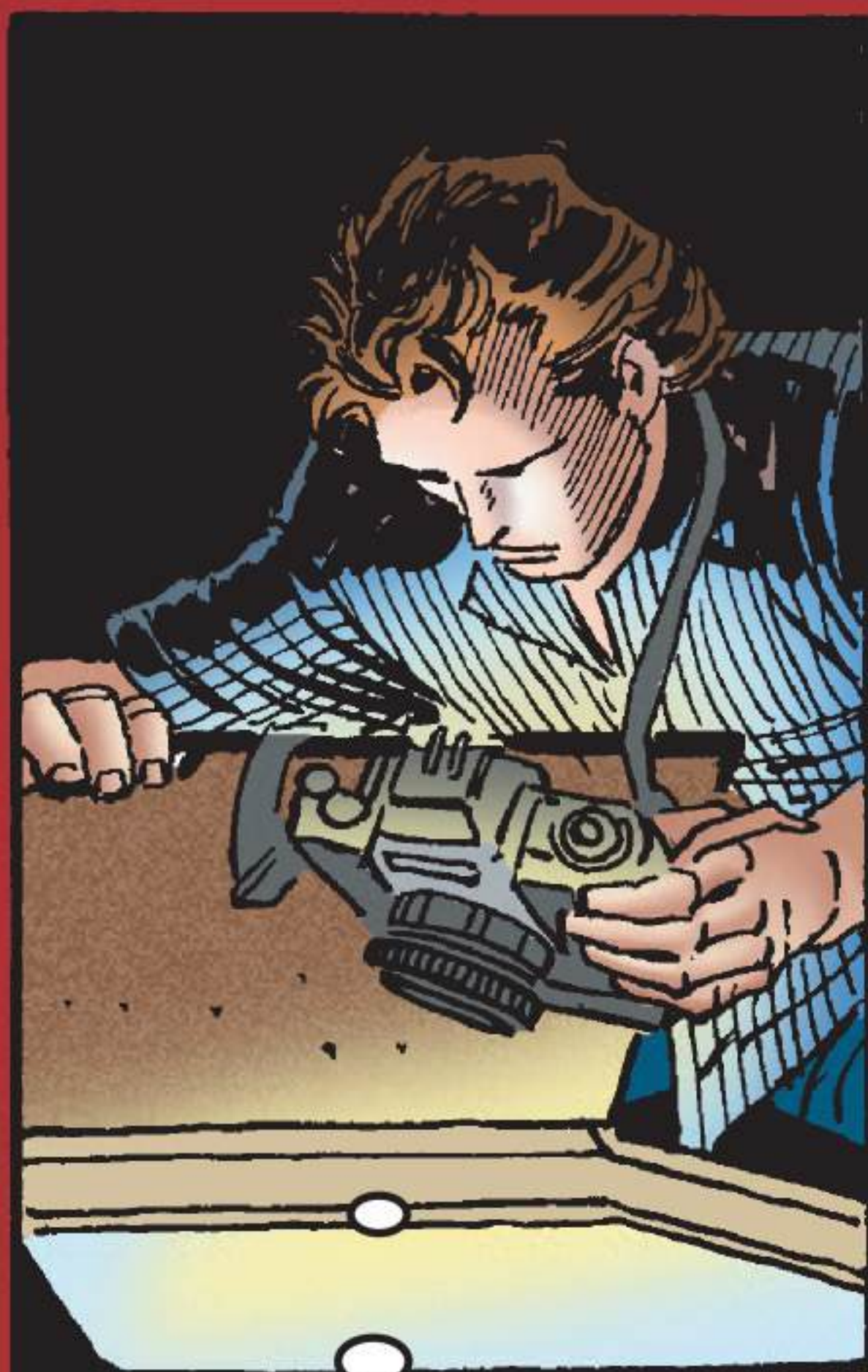
BEN URICH DOESN'T KNOW IT, BUT HE SENT ME OFF ON THIS JOB.

HE TOLD ME ABOUT THE LITTLE GATHERING I'M ABOUT TO SPY ON. HE HEARD ABOUT IT FROM HIS STREET SNITCHES.

BUT URICH, WISE MAN THAT HE IS, KNOWS WHEN TO BACK OFF.



CAN'T SAY THE SAME ABOUT ME.



THE MEETING OF EVERY KNOWN... AND A FEW UNKNOWN... PLAYERS IN THE NEW YORK CITY UNDERWORLD.

IF THEY'RE ALL PULLING TOGETHER...

... SPIDER-MAN IS GOING TO NEED ALL THE HELP HE CAN GET.

STAN LEE
Presents:

LEGACY

Brought to you by:
HOWARD MACKIE
JOHN ROMITA JR.
AL WILLIAMSON
Story and Art

RICHARD STARKINGS & COMICRAFT/LA Lettering
KEVIN TINSLEY Colors
RALPH MACCHIO Editor
BOB HARRAS Chief

ESTEEMED COLLEAGUES. BY NOW, I BELIEVE, YOU ALL KNOW ME. FOR THOSE WHO DO NOT... I AM **GENERAL NGUYEN NGOC COY**.

MANY GATHERED IN THIS ROOM HAVE CONDUCTED BUSINESS TRANSACTIONS WITH ME AND MY MODEST ORGANIZATION IN **MADRIPOOR**.

NOW I COME TO OFFER YOU THE BENEFITS OF MY HUMBLE STRENGTHS AS A MILITARY STRATEGIST... AND AS A MAN WHO HAS HAD DEALINGS WITH OUR MUTUAL FOE.

YOU ARE AT WAR, MY FRIENDS. HAVE NO DOUBT ABOUT THAT.

A POWERFUL ENEMY HAS RISEN AMONGST YOU AND THREATENS TO TAKE FROM YOU EVERYTHING.

I PROPOSE A UNION OF SORTS TO STAND AGAINST THE GREED OF **FORTUNATO**.

HE IS ONE MAN AND WE ARE MANY. ONCE OUR ENEMY'S **ONE EYE** IS BROUGHT DOWN, THEN WE CAN DIVIDE THE CITY AMONGST OURSELVES WITHOUT NEEDLESS BLOODSHED.

DO WE ALL AGREE?

THIS LEAVES ONLY YOU, SLUG. ARE WE UNANIMOUS?

WE ARE.

GOOD.

FORTUNATO DIES TONIGHT.

HAMMERHEAD?

YES... WHY NOT.

TOMBSTONE?

YES.

GAVIN THORPE?

I'M IN FOR NOW.

SILVERMANE?

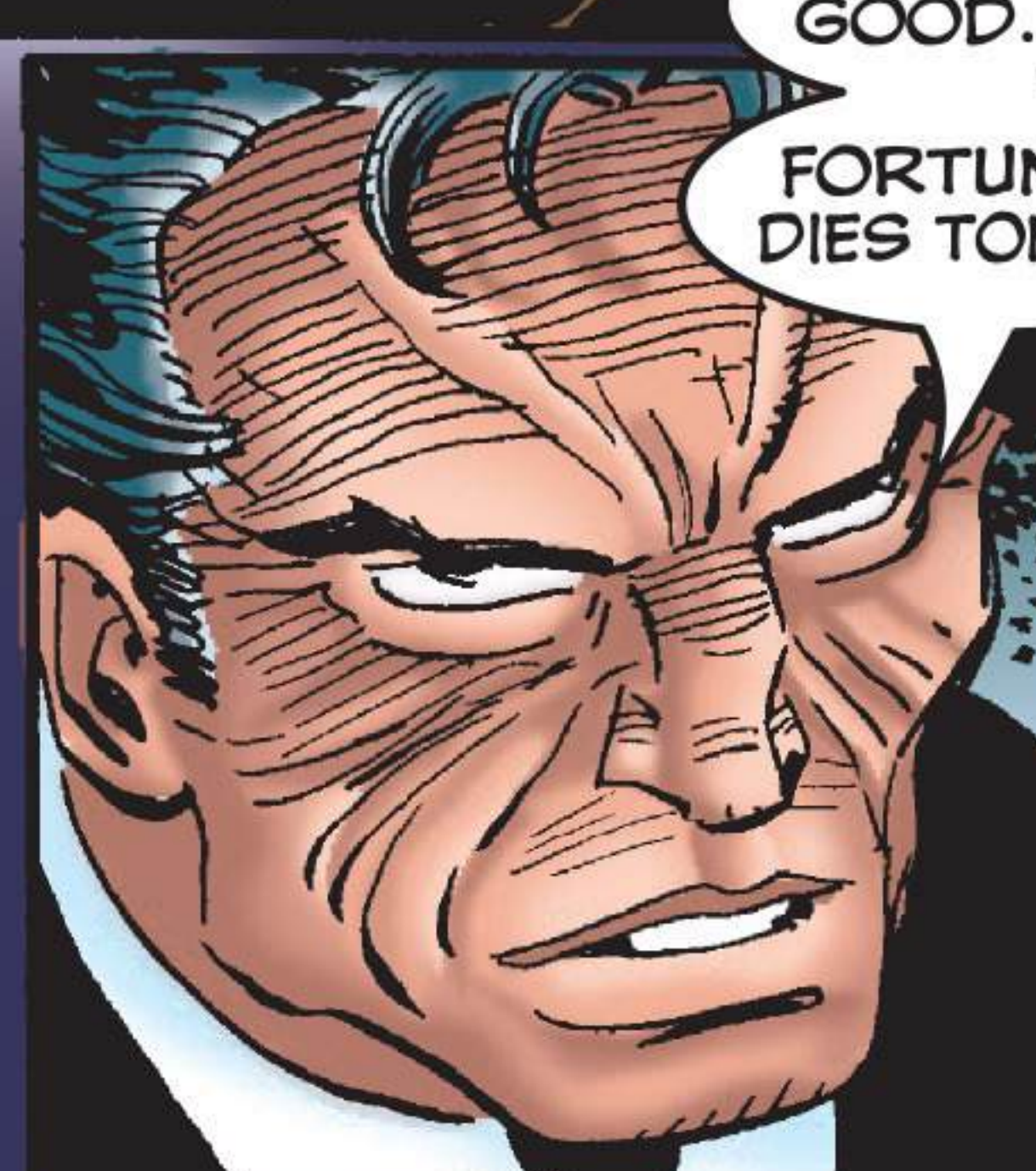
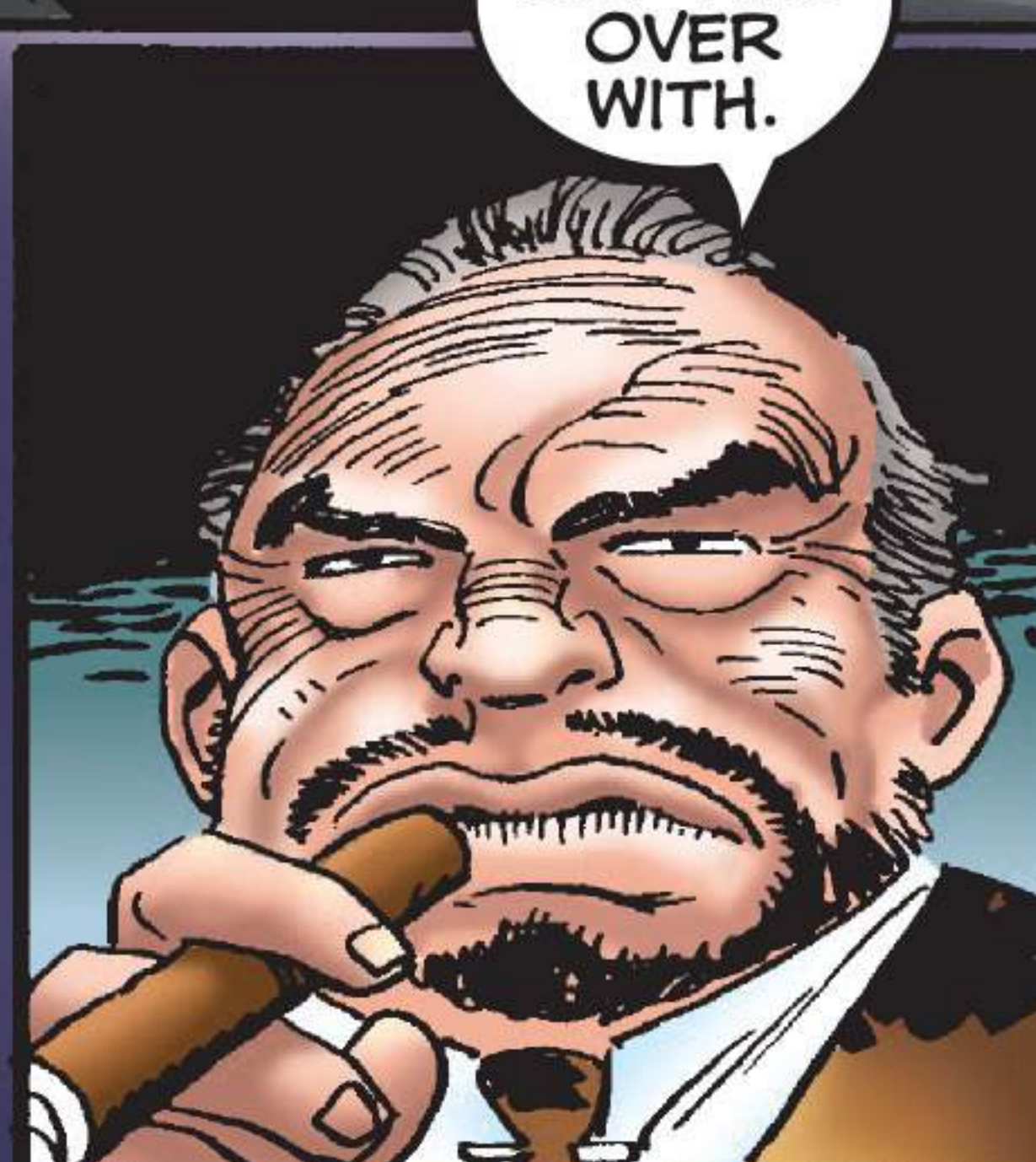
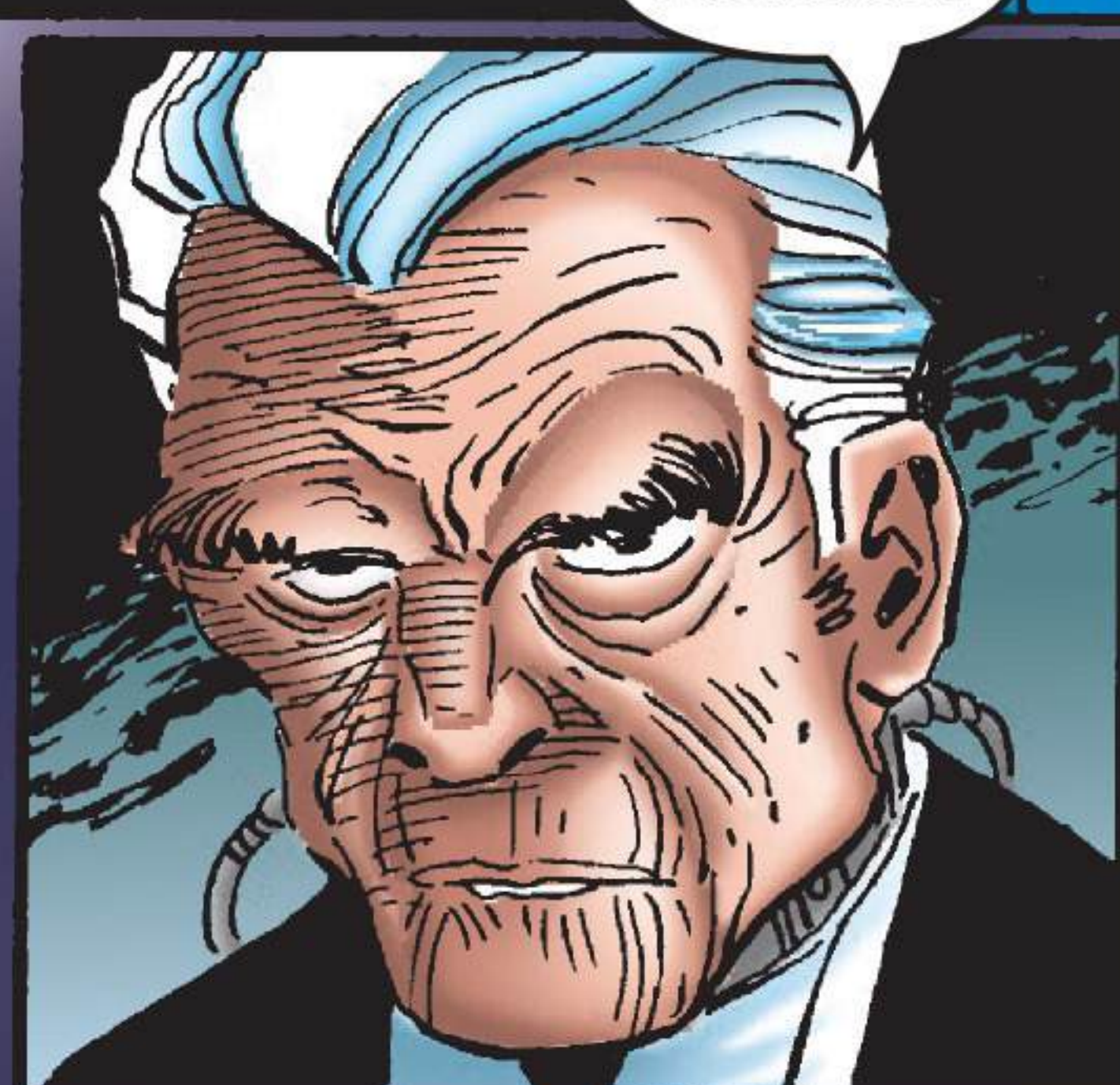
AGREED.

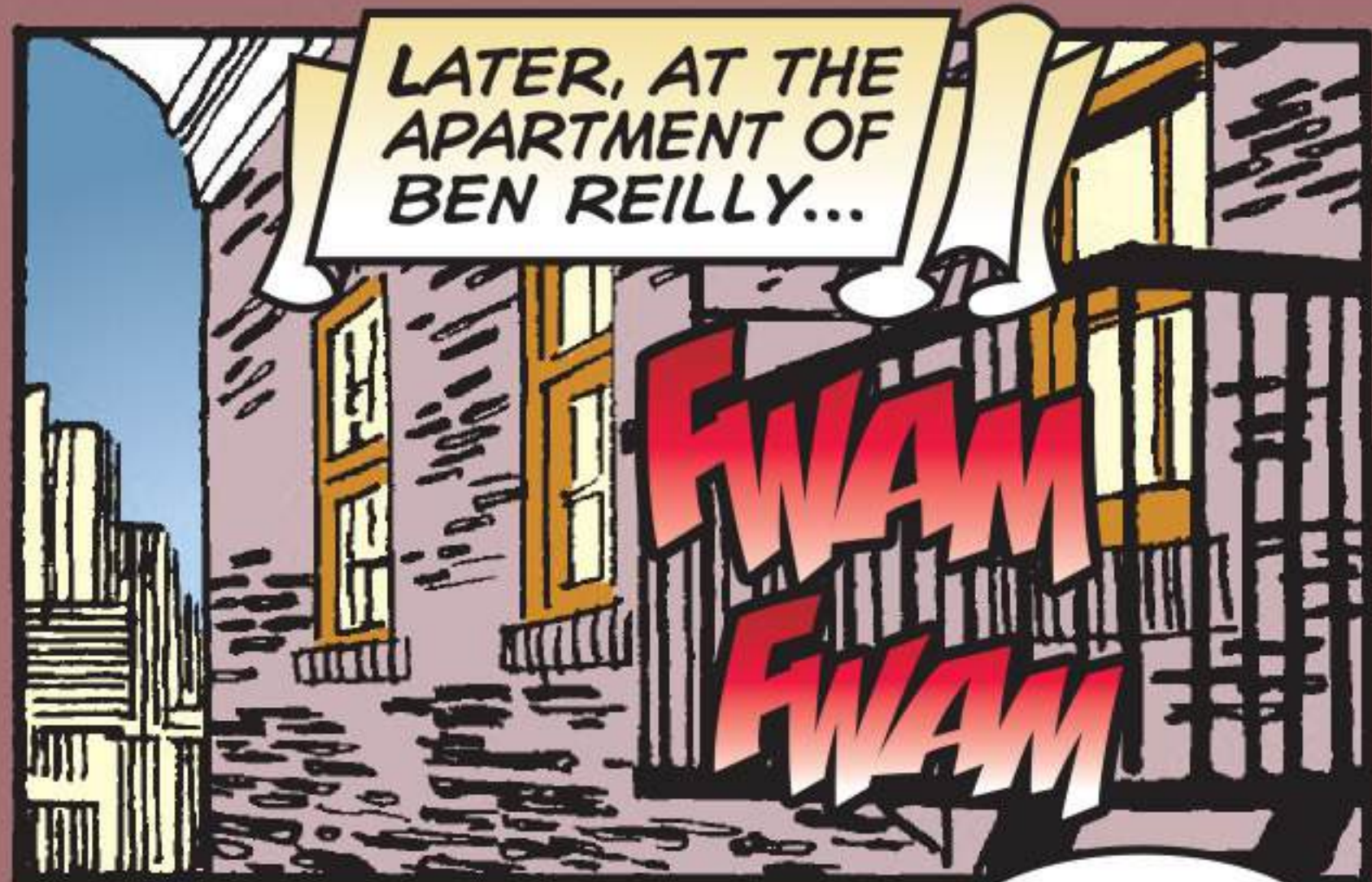
CAESAR CICERO?

LET'S GET THIS OVER WITH.

ROSE?

YES.





LATER, AT THE
APARTMENT OF
BEN REILLY...

FWAM
FWAM



C'MON...



...YOU'VE
BEEN IN
THERE...

... ALL
MORNING!

I'VE
REALLY GOT
TO GET IN THERE
NOW, JIMMY!



OKAY!
OKAY! DON'T
BUST A GUT,
KID.

I'LL FINISH UP
IN THE KITCHEN,
BUT...

... I
WOULDN'T
GO IN THERE
IF I WAS
YOU!

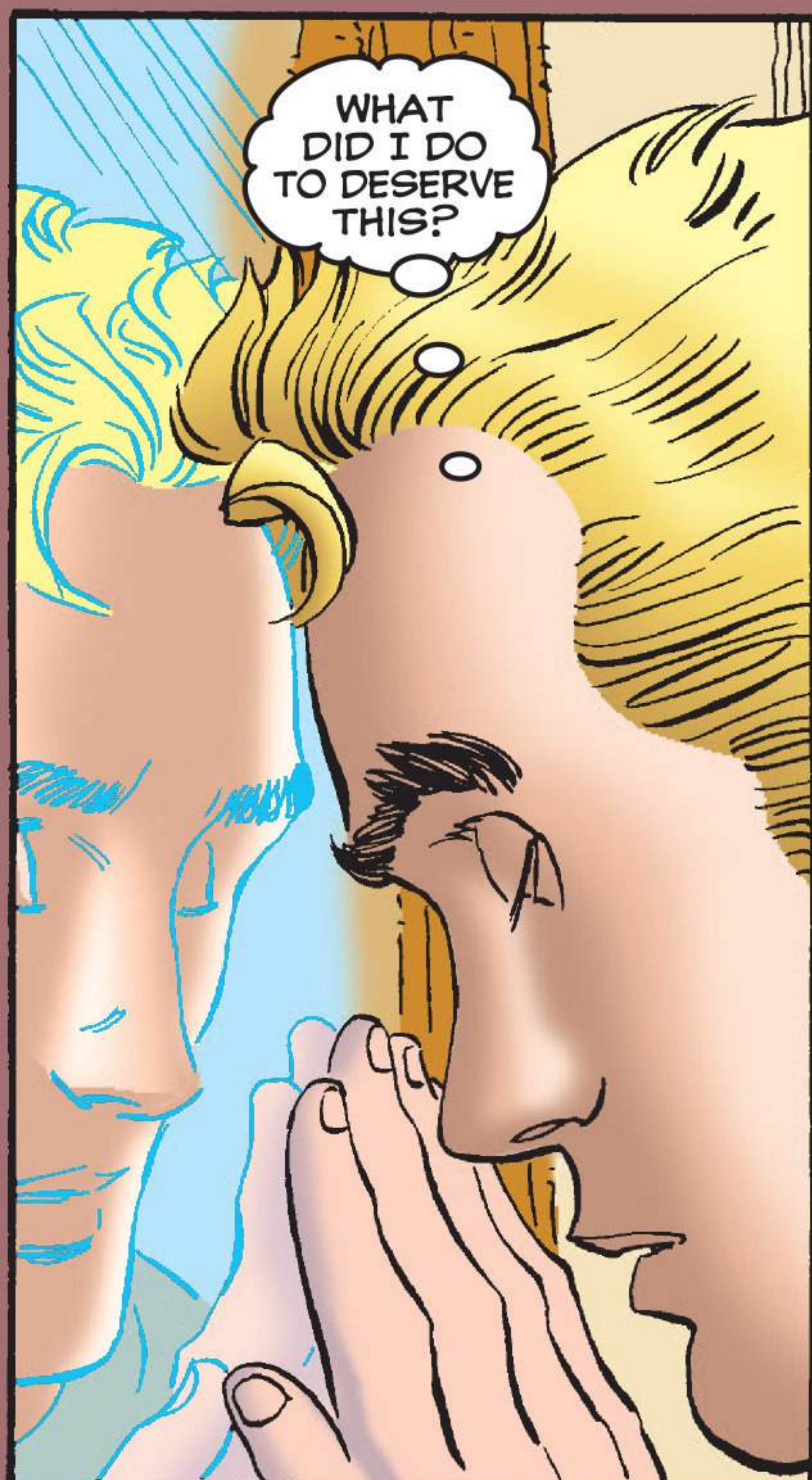
BY THE
WAY... WE'RE
OUT OF
FLOSS.



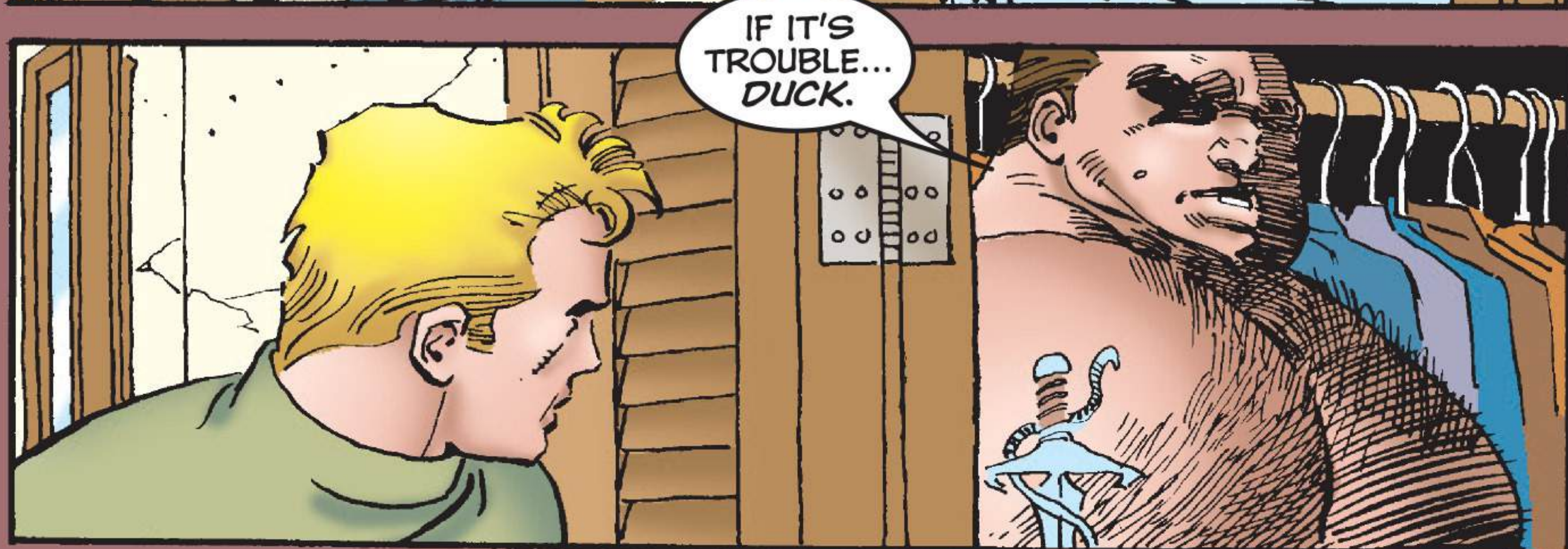
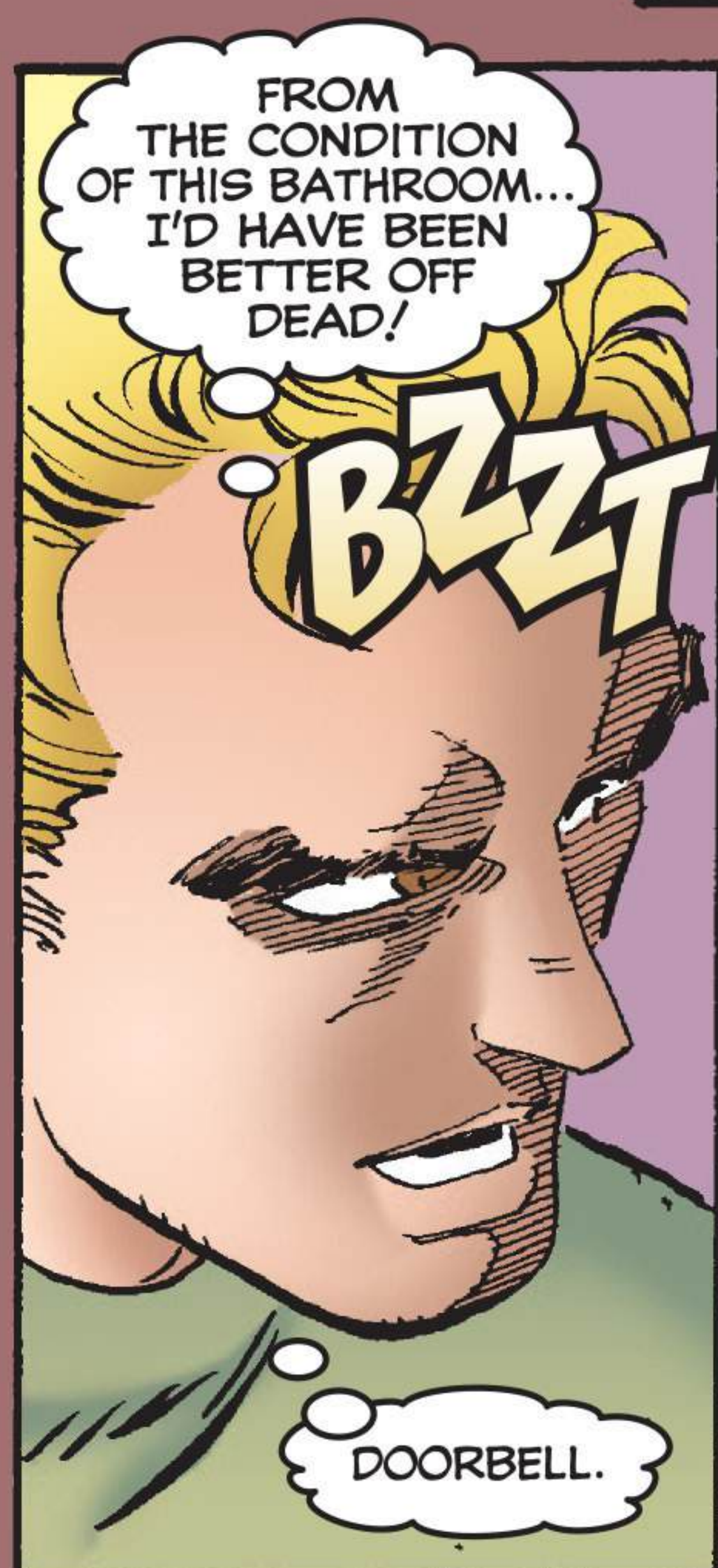
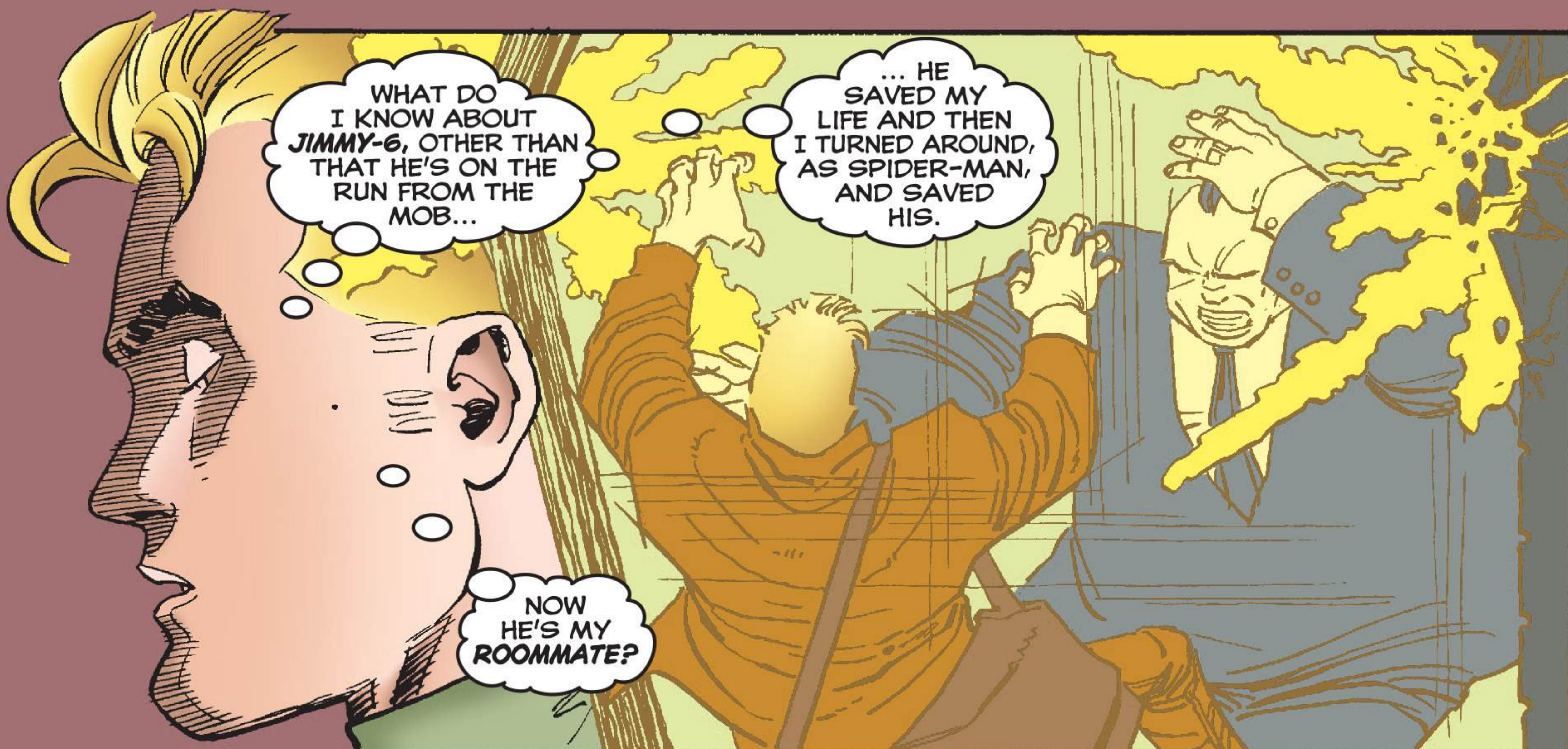
WHY
ME?

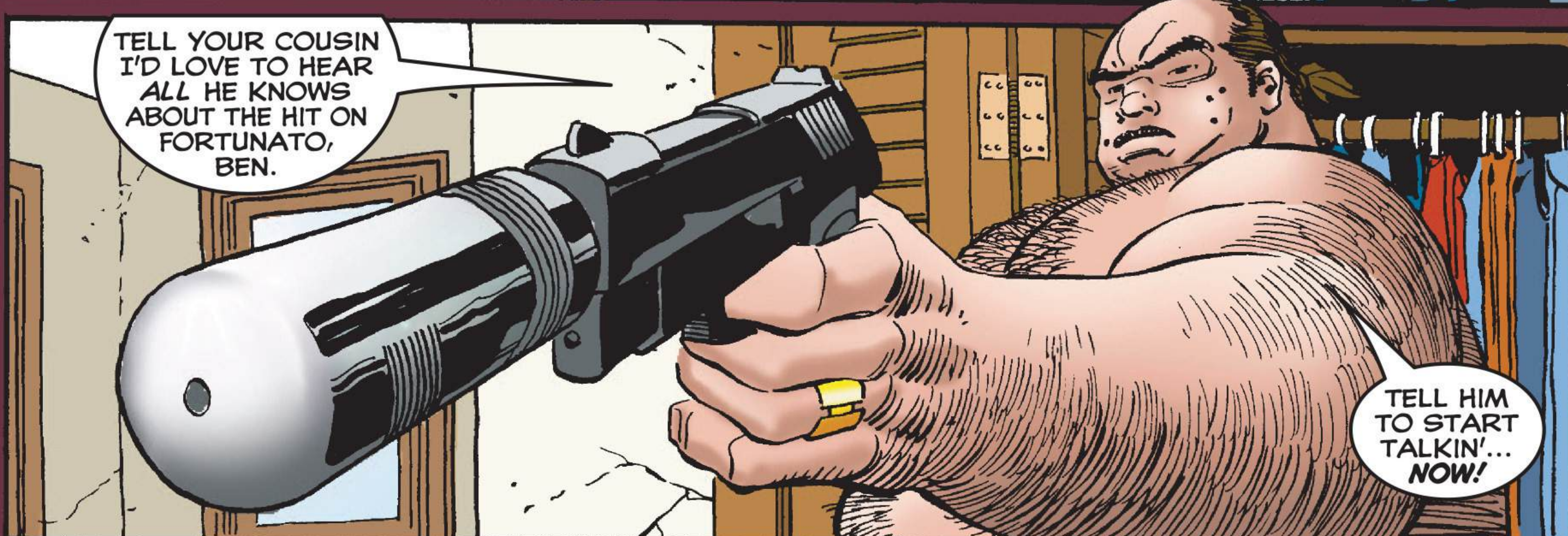
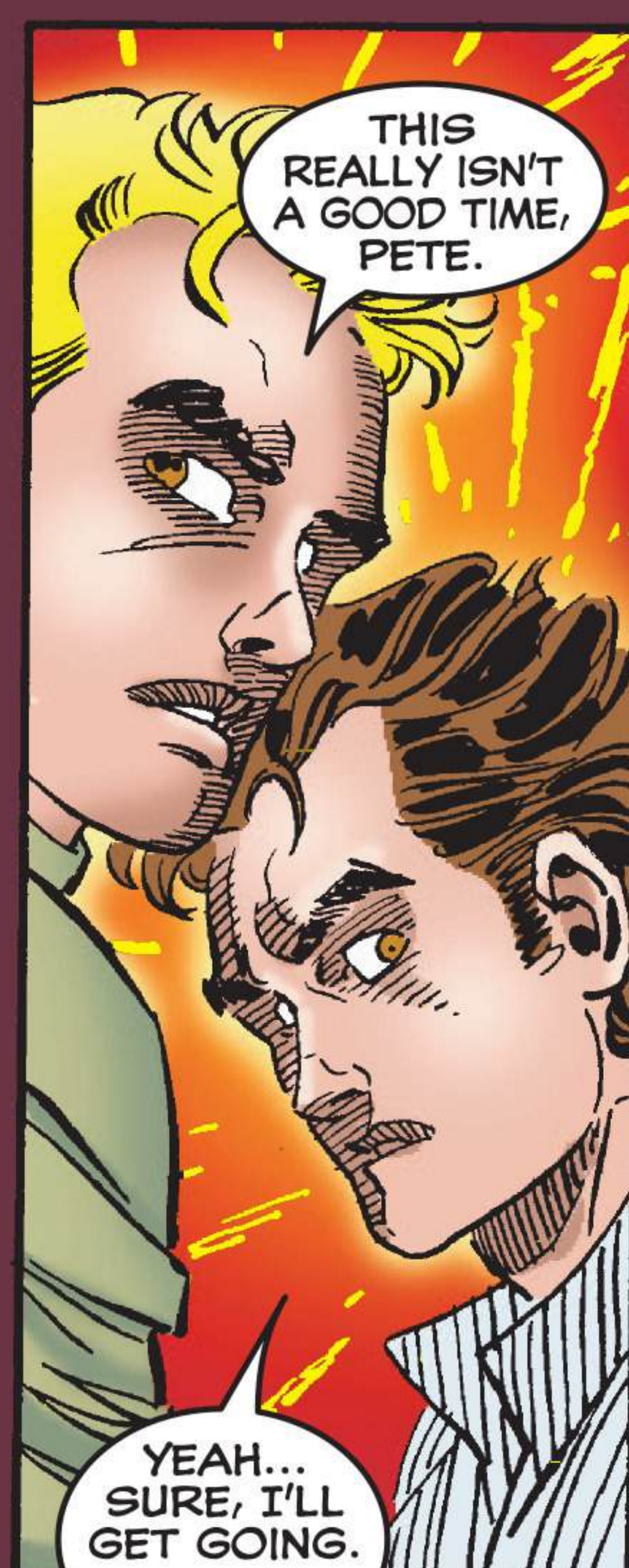
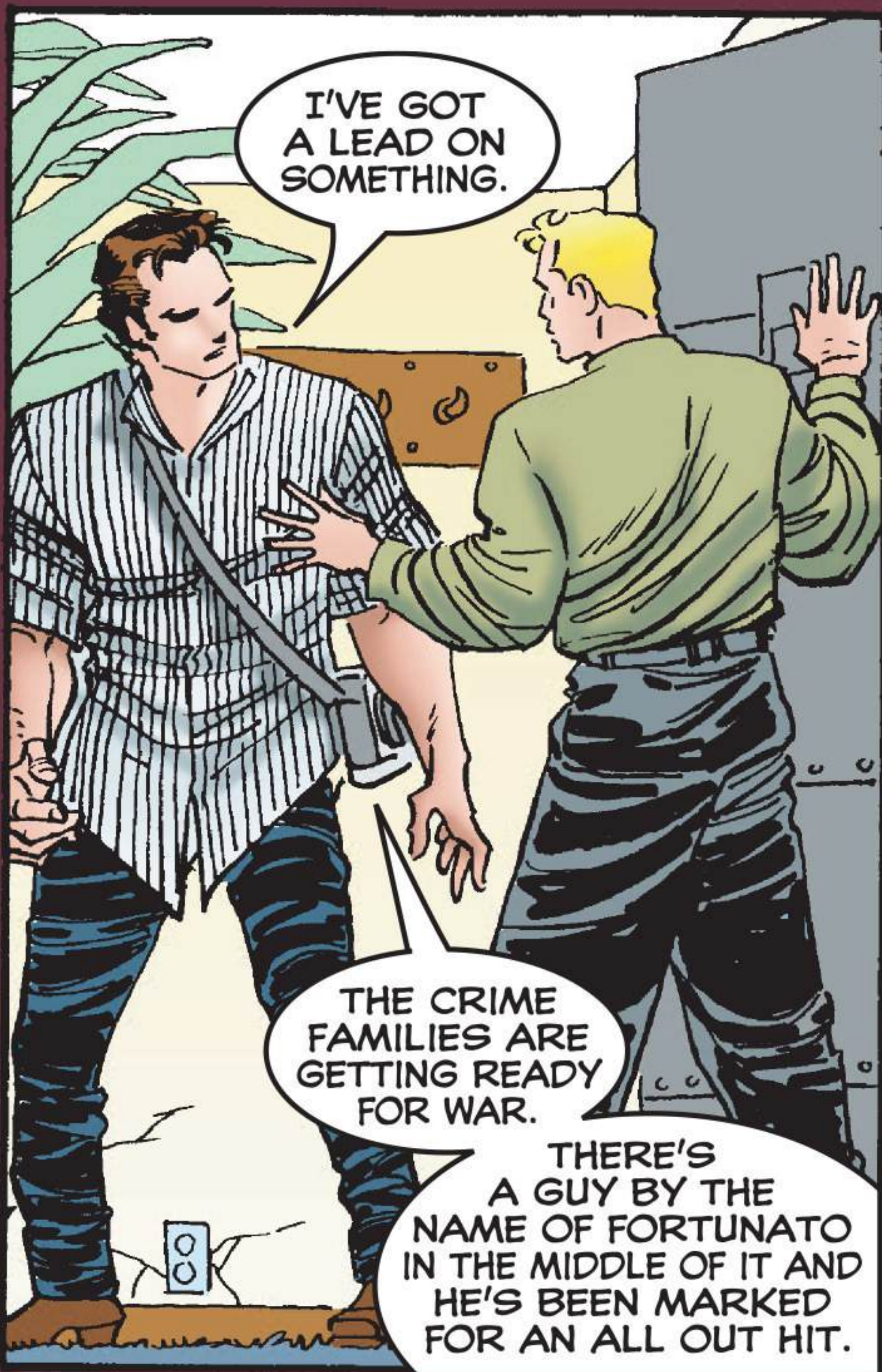
LIFE
WAS JUST
STARTING TO
STRAIGHTEN
ITSELF OUT
AND NOW I'M
IN THE MIDDLE
OF
"MARRIED TO
THE MOB."

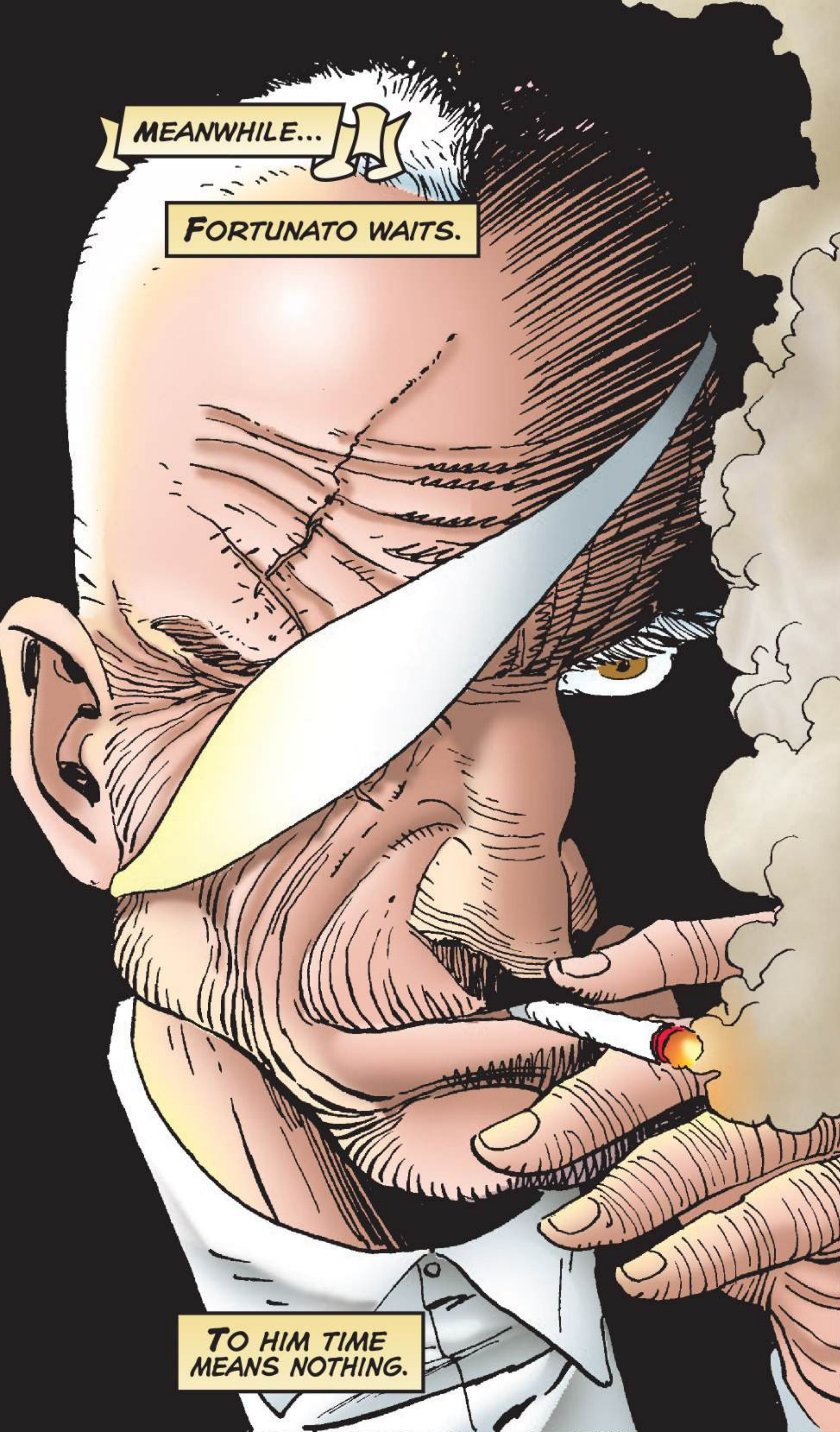
WILL
YOU LOOK
AT THE SIZE OF
THAT UNDERWEAR?
WHERE DOES HE
SHOP?



WHAT
DID I DO
TO DESERVE
THIS?



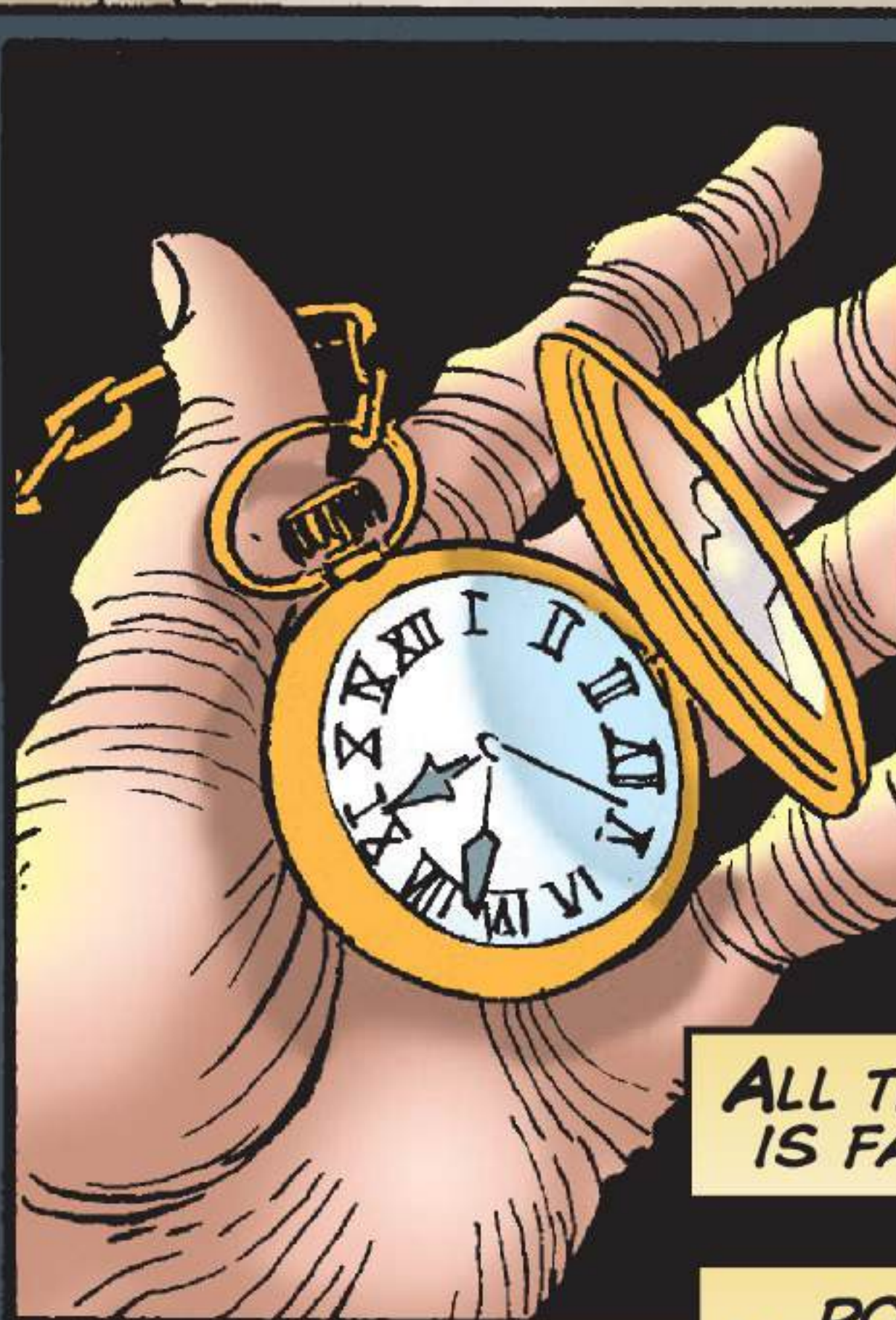




MEANWHILE...

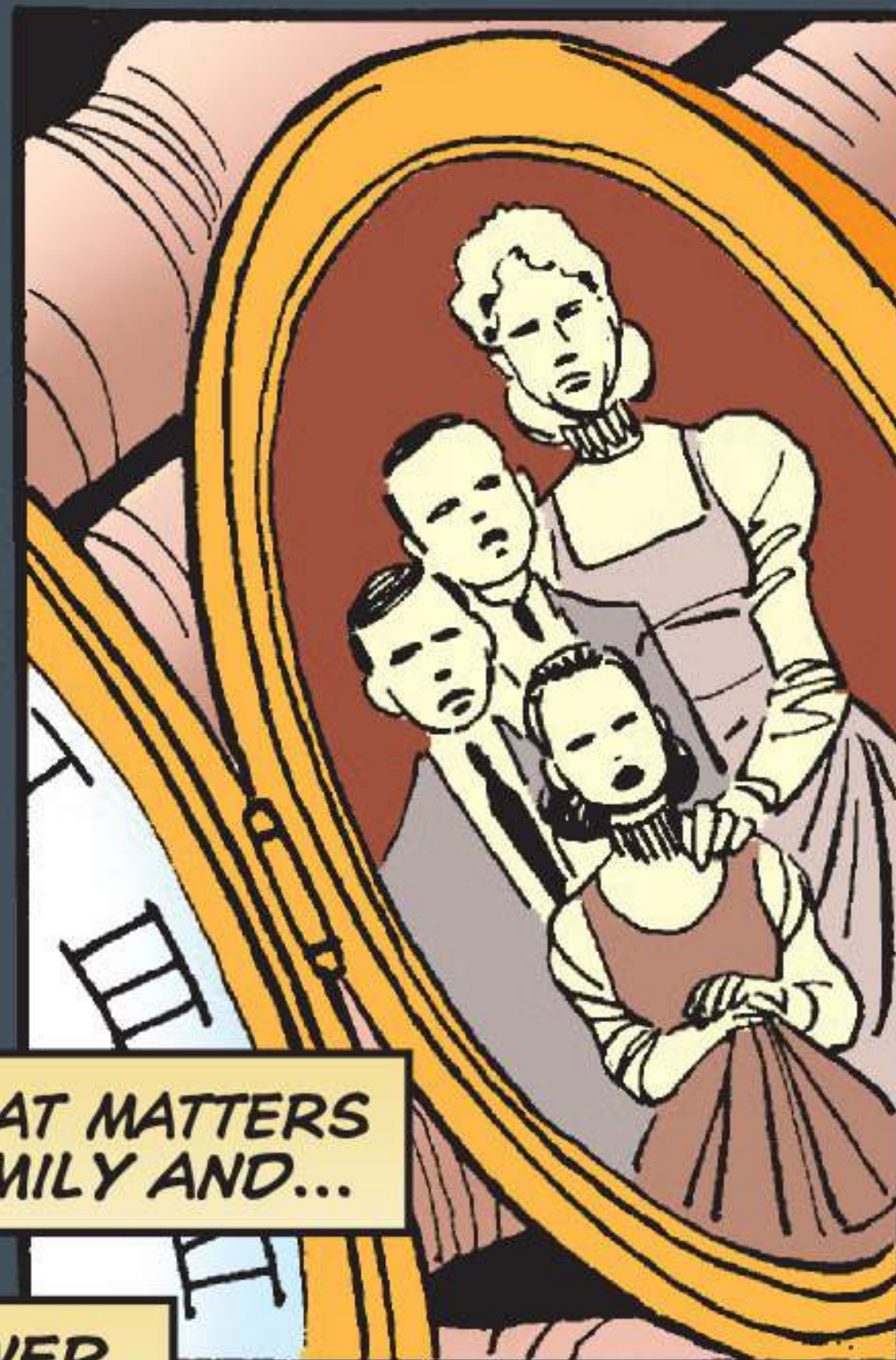
FORTUNATO WAITS.

TO HIM TIME
MEANS NOTHING.



ALL THAT MATTERS
IS FAMILY AND...

... POWER.



HE WILL STOP AT NOTHING
TO PROTECT THE ONE...

... AND ATTAIN
THE OTHER.

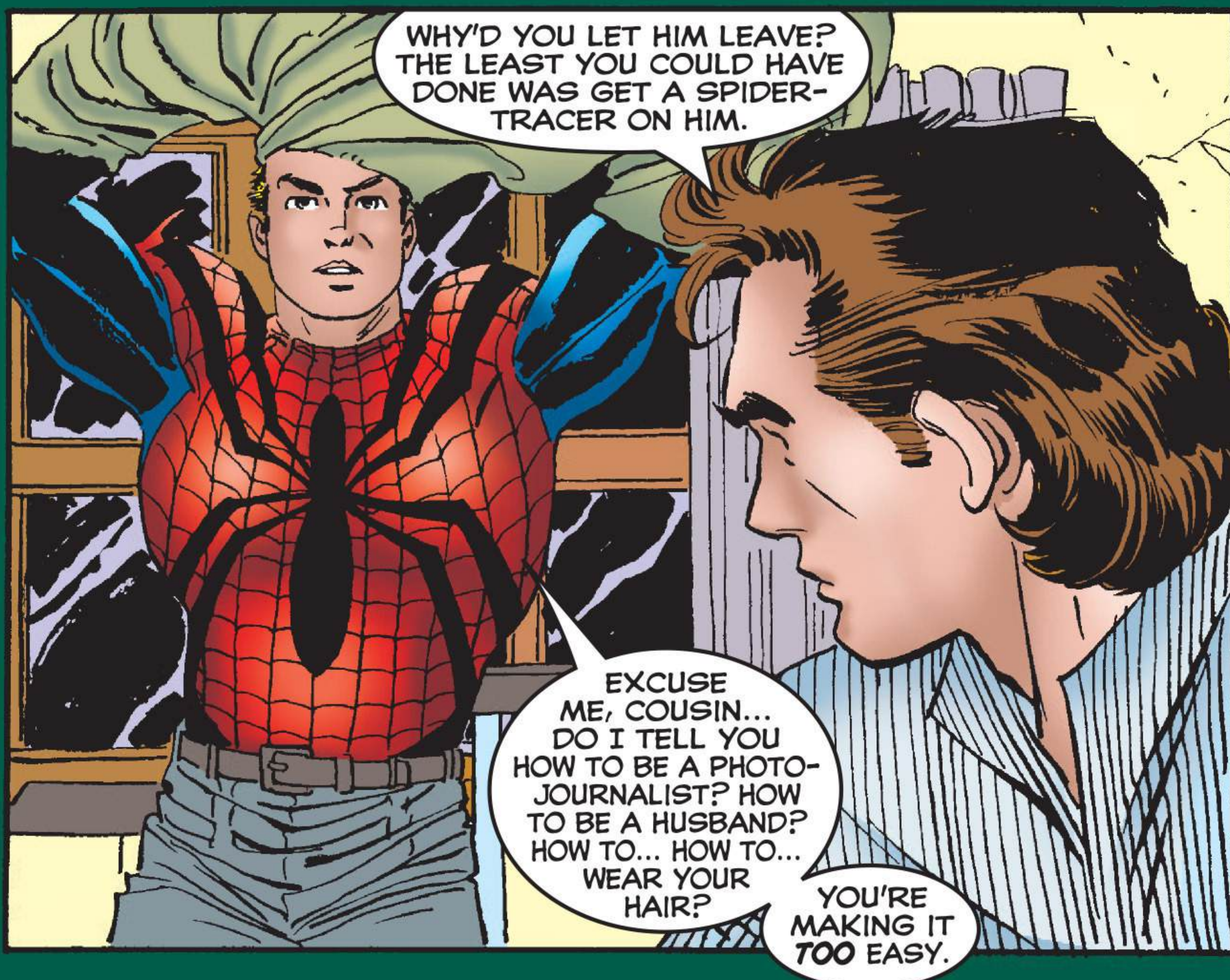
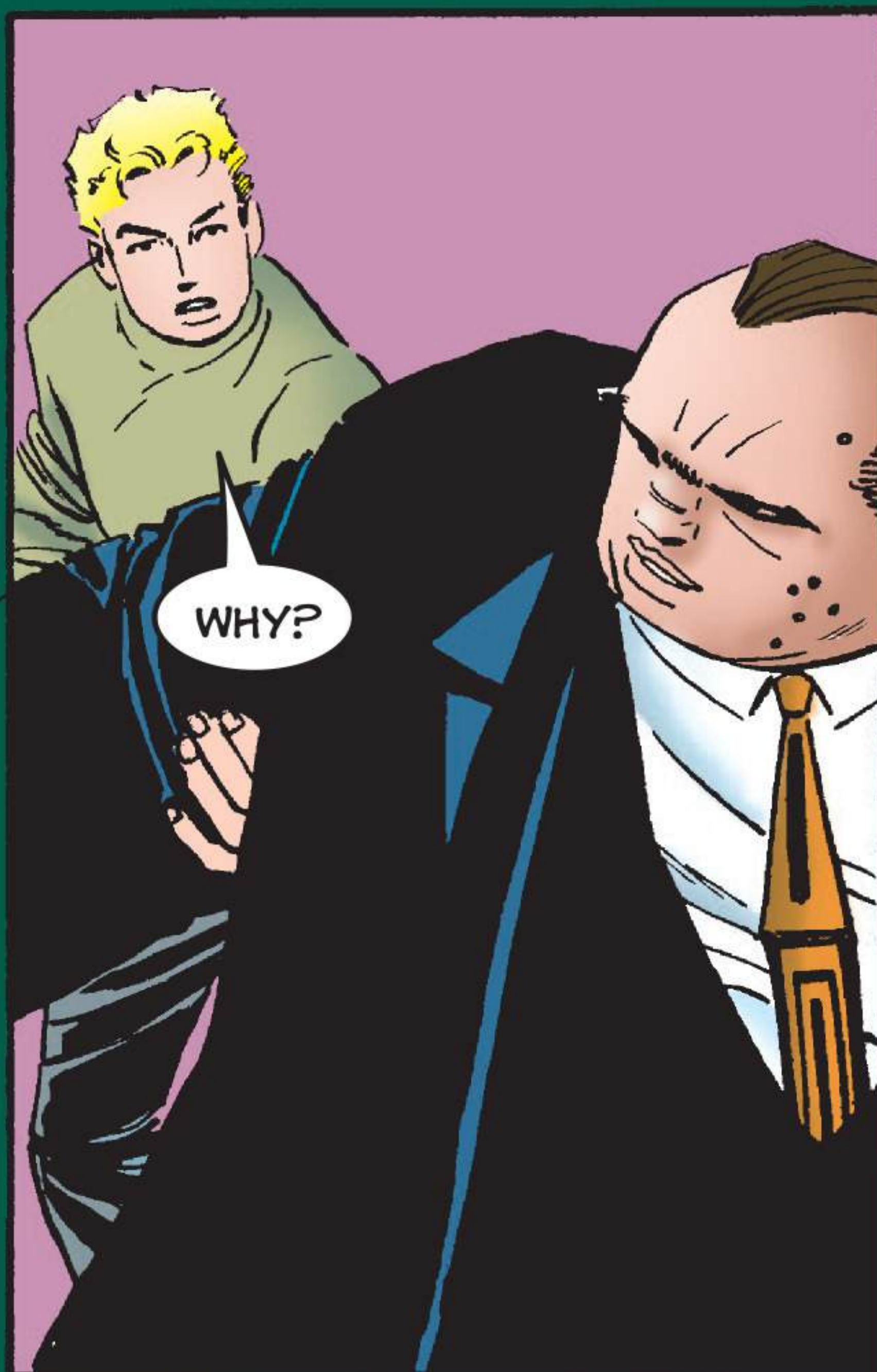


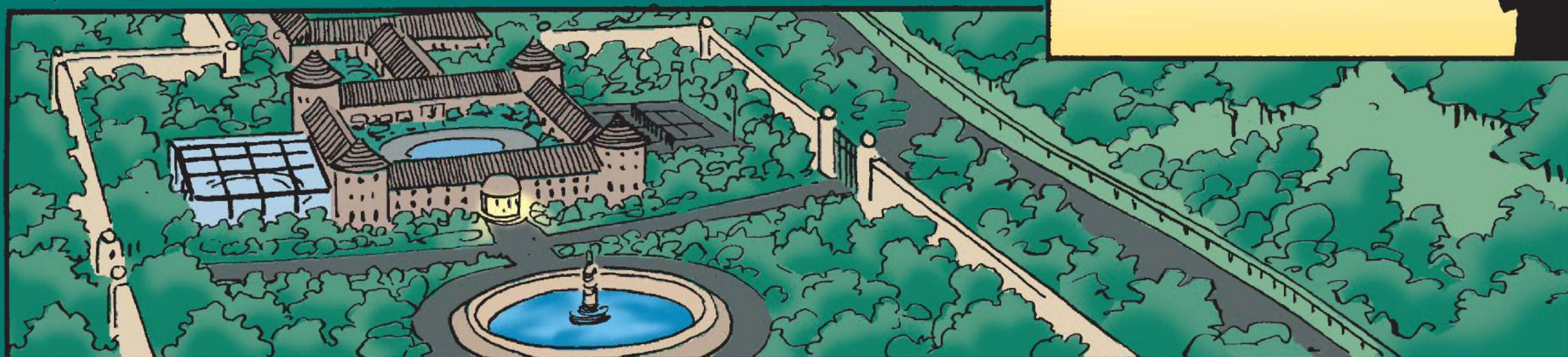
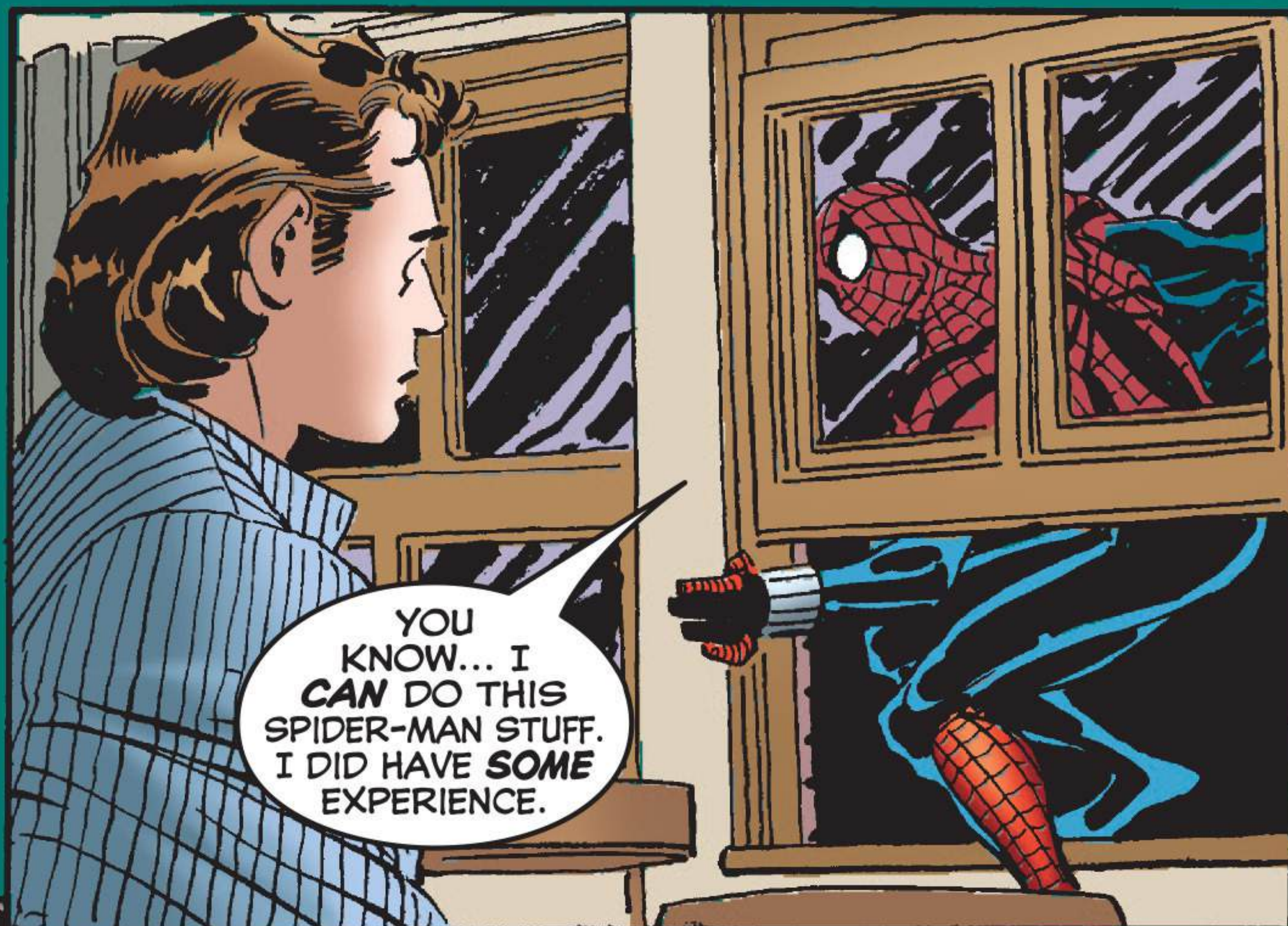
DOES ALL
PROCEED AS
PLANNED?

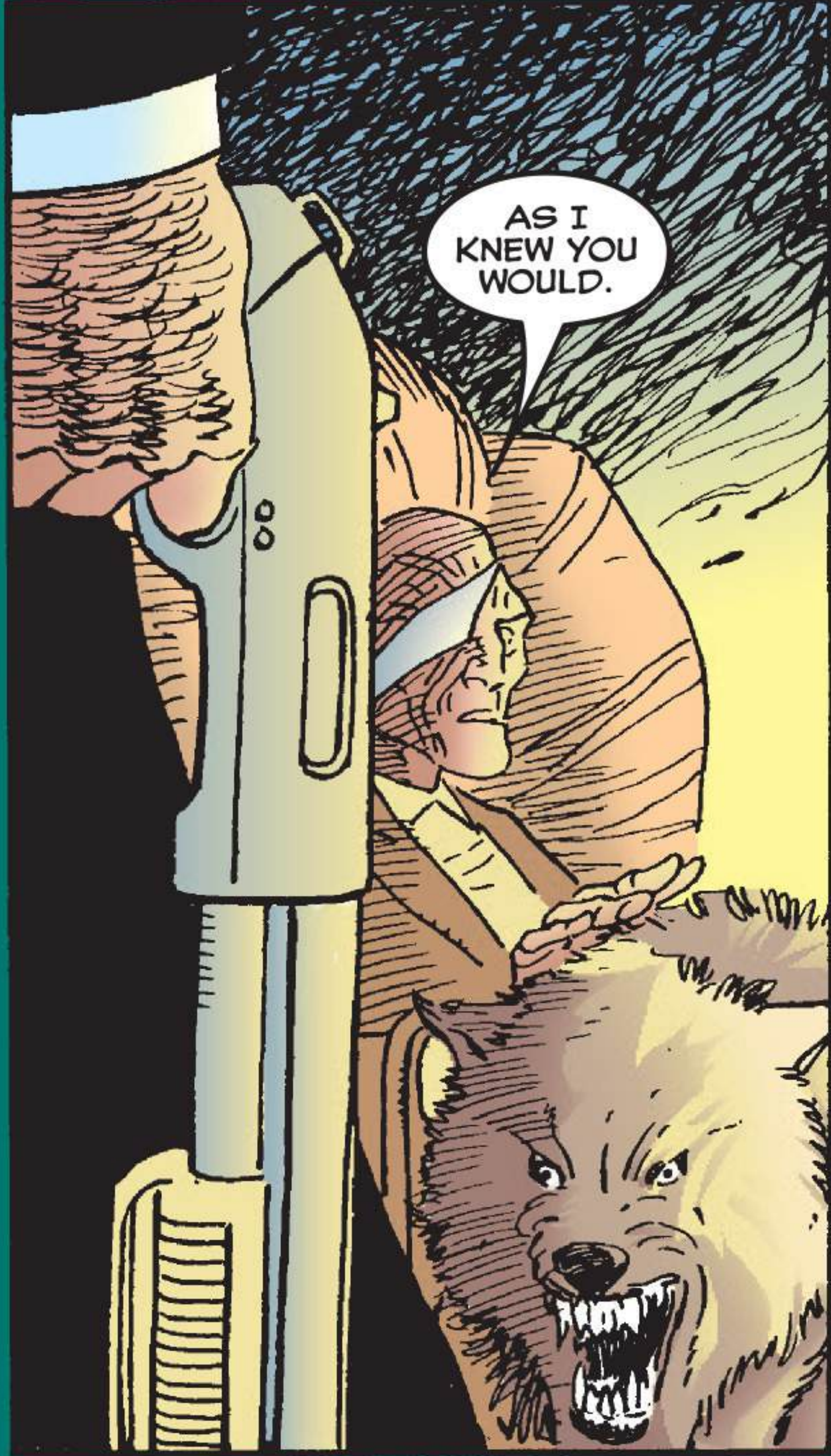
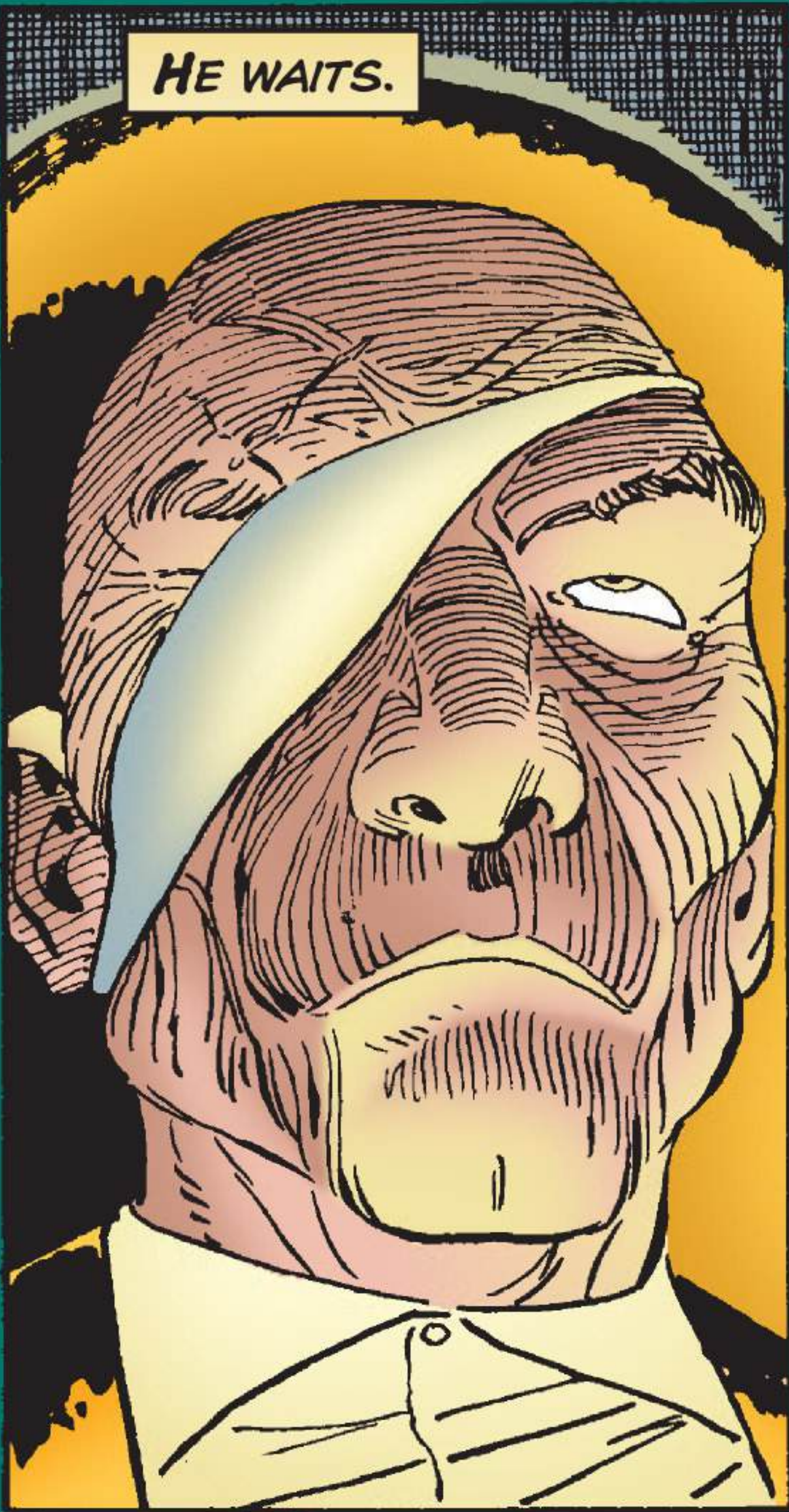
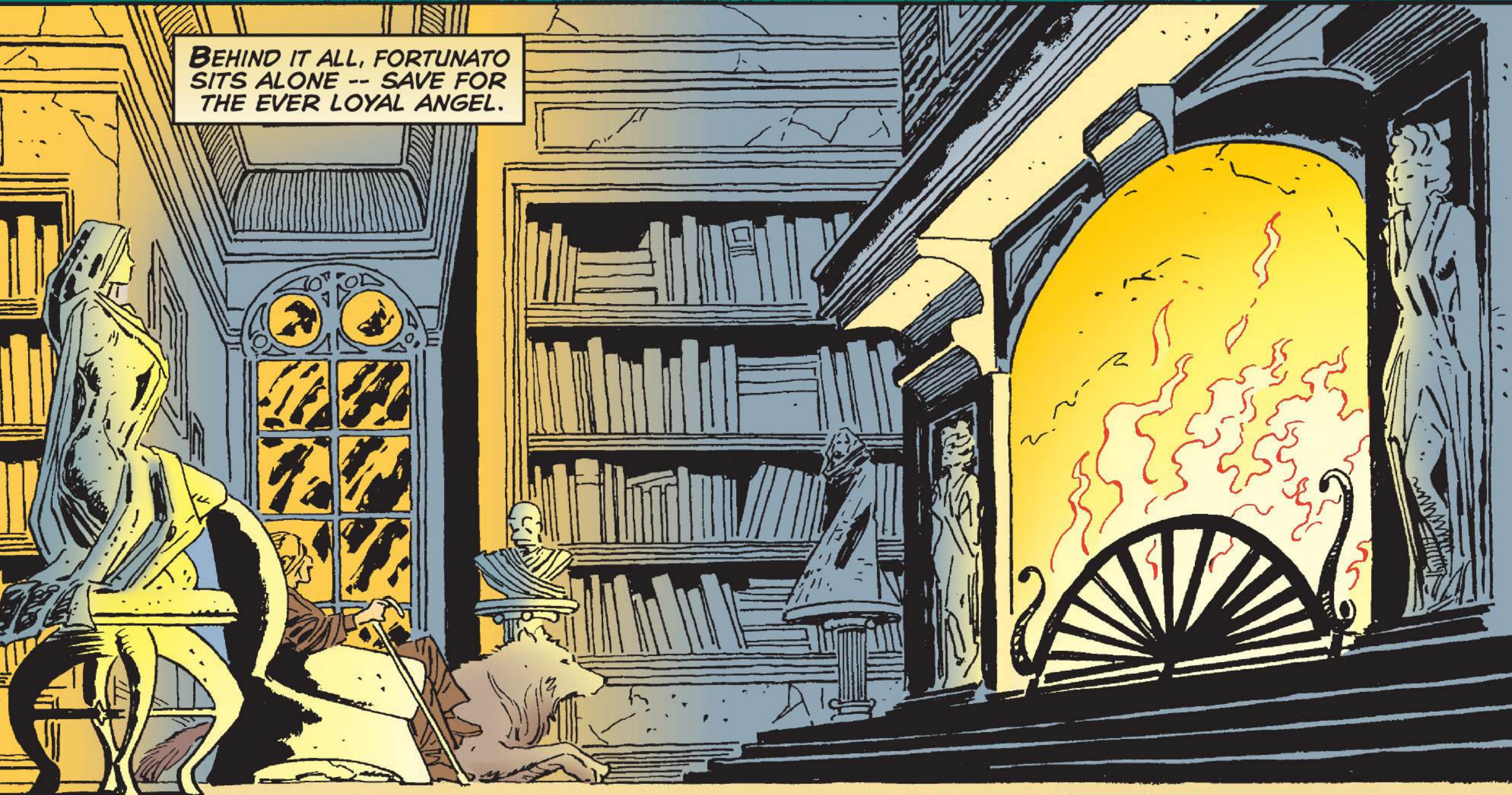
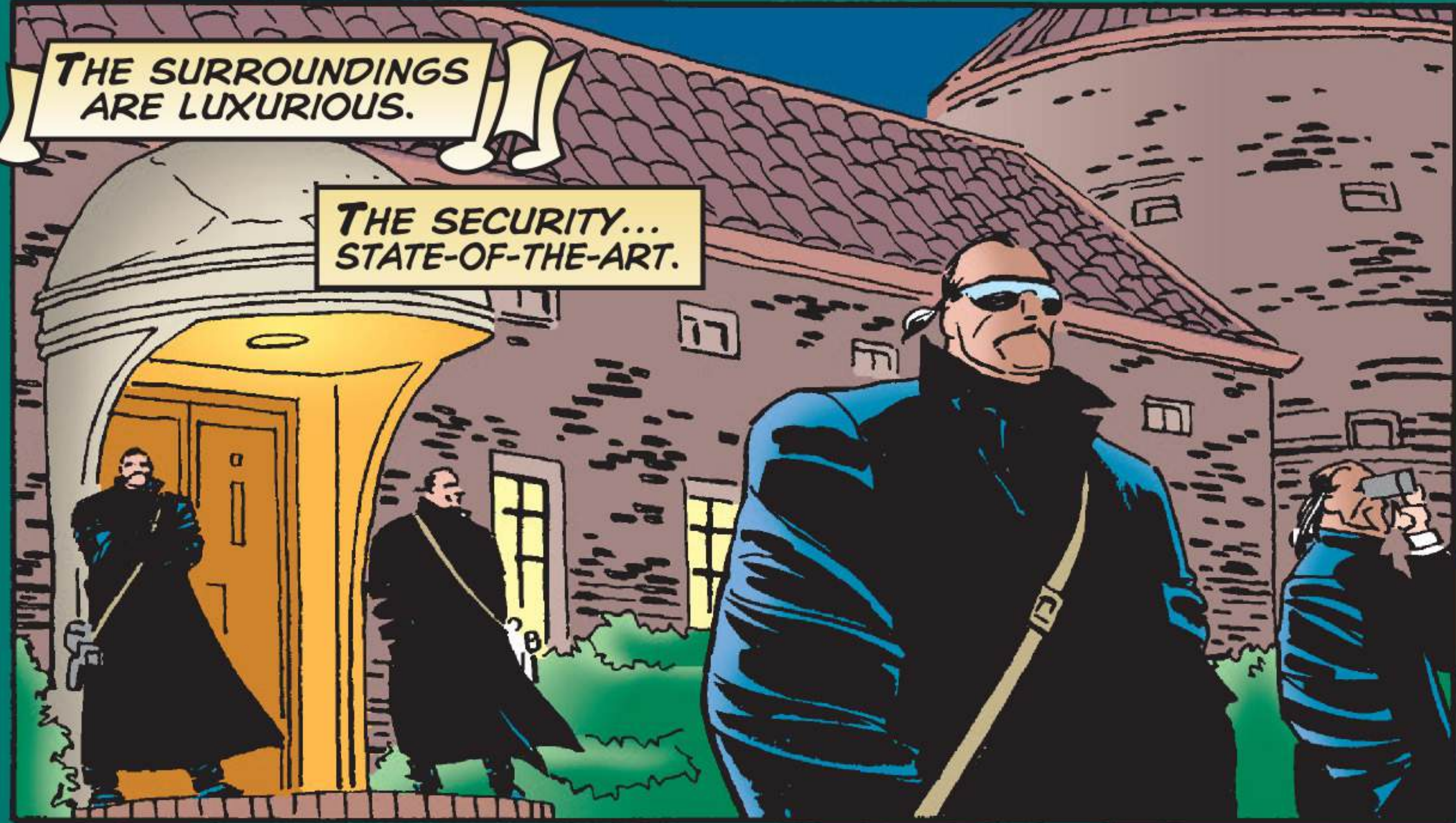
WE ARE
ON SCHEDULE.
THIS CITY WILL BE
OURS WITHIN THE
WEEK, BUT
FIRST...

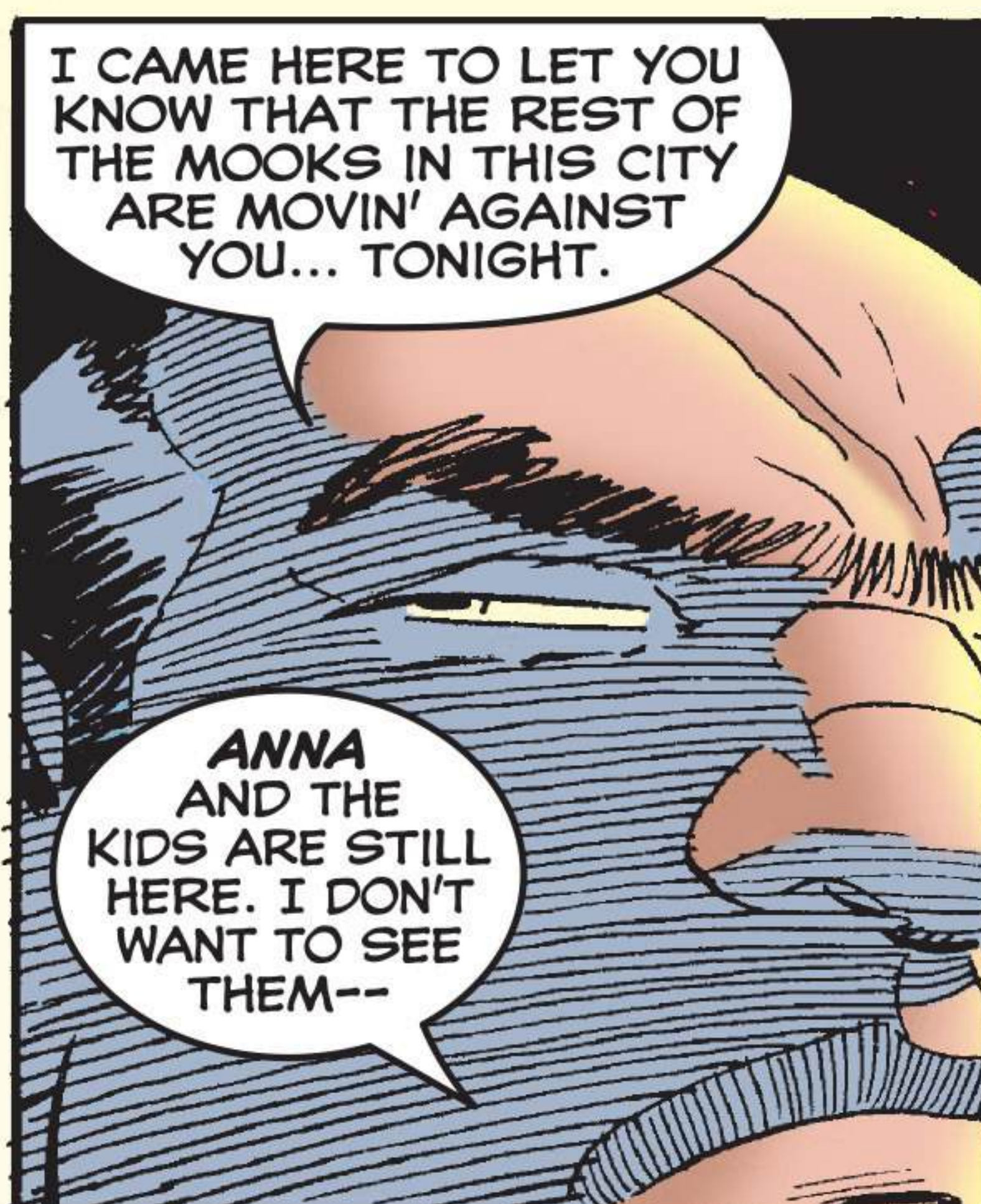
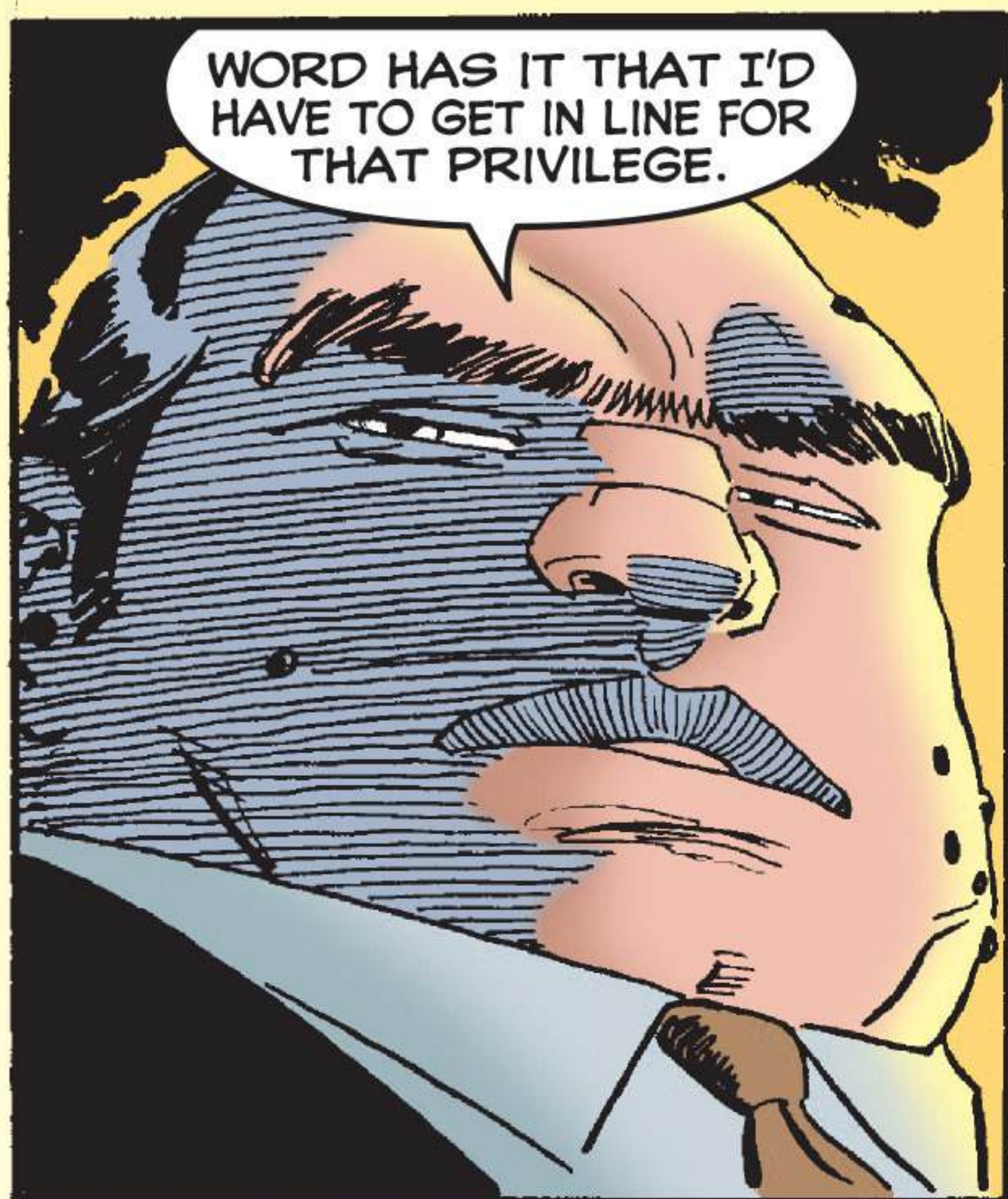


... I HAVE
SOME PERSONAL
BUSINESS TO
WHICH I MUST
ATTEND.









AT THAT
MOMENT,
OUTSIDE...

...A TRUCK GOES
SPEEDING BY
THE ESTATE...

... THE DRIVER UNAWARE OF
THE UNINVITED PASSENGER
WHO HAS BEEN CLINGING
TO HIS ROOFTOP FOR THE
PAST HALF MILE.

WITH A THOUGHT, THE
COSTUMED STOWAWAY
SPRINGS CLEAR OF
THE TRUCK...

... AND SAILS ABOVE
THE HEADS OF THE
MEN WATCHING THE
FRONT GATE.

HE LANDS
WITHOUT
A SOUND...

... AND
HE IS IN.

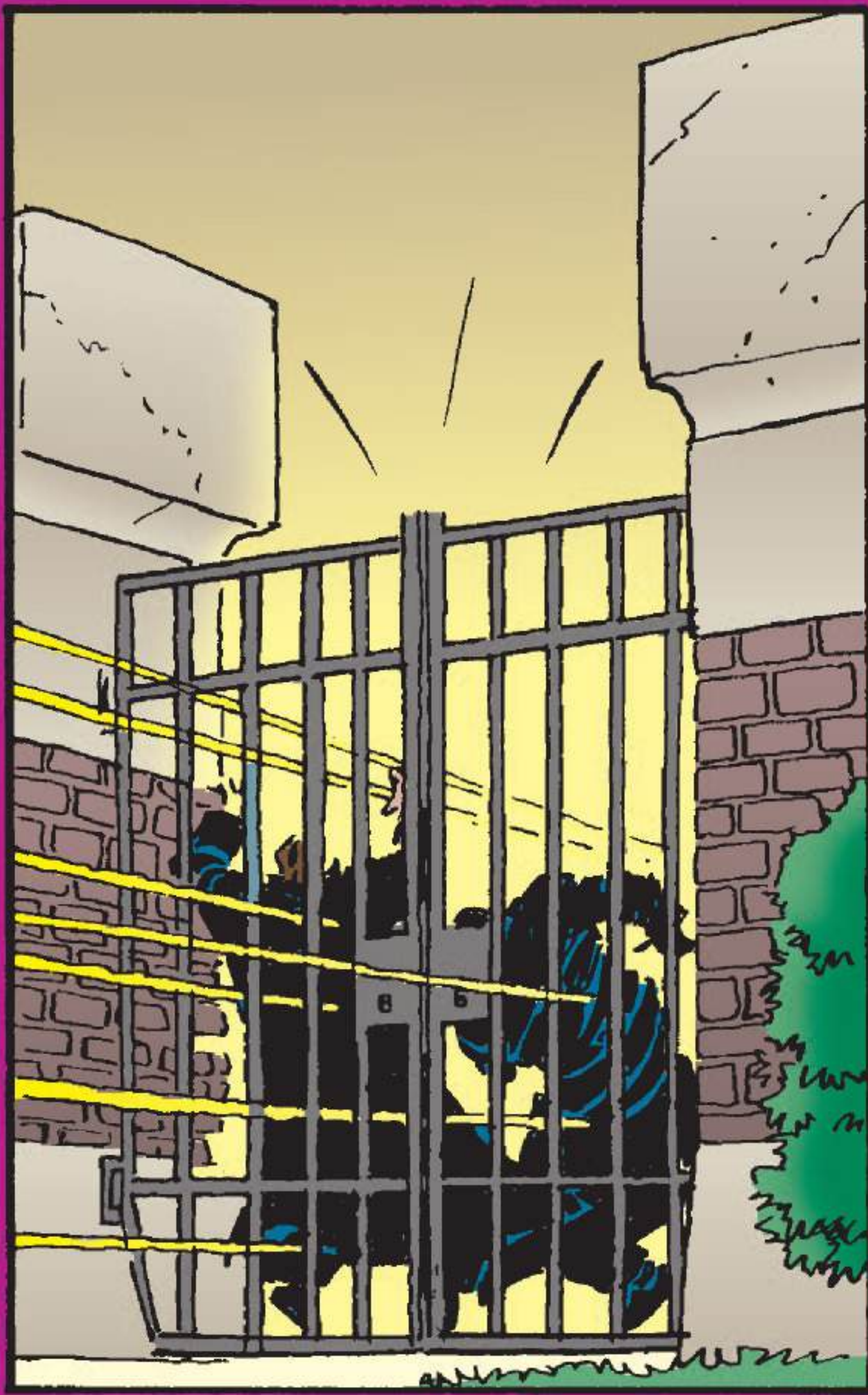
THOSE WHO ARE GUARDING
FORTUNATO CANNOT BE BLAMED
FOR WHAT IS ABOUT TO HAPPEN.

THEY HAVE BEEN FULLY PREPARED
TO LAY DOWN THEIR LIVES AGAINST
AN ARMY OF ARMED ASSAILANTS.

... NOT FOR THE
STINGERS WHICH
STEAL THEIR
CONSCIOUSNESS
EVEN BEFORE
THEY HIT THE
GROUND.

THEY WERE NOT
PREPARED FOR...

... SPIDER-MAN.





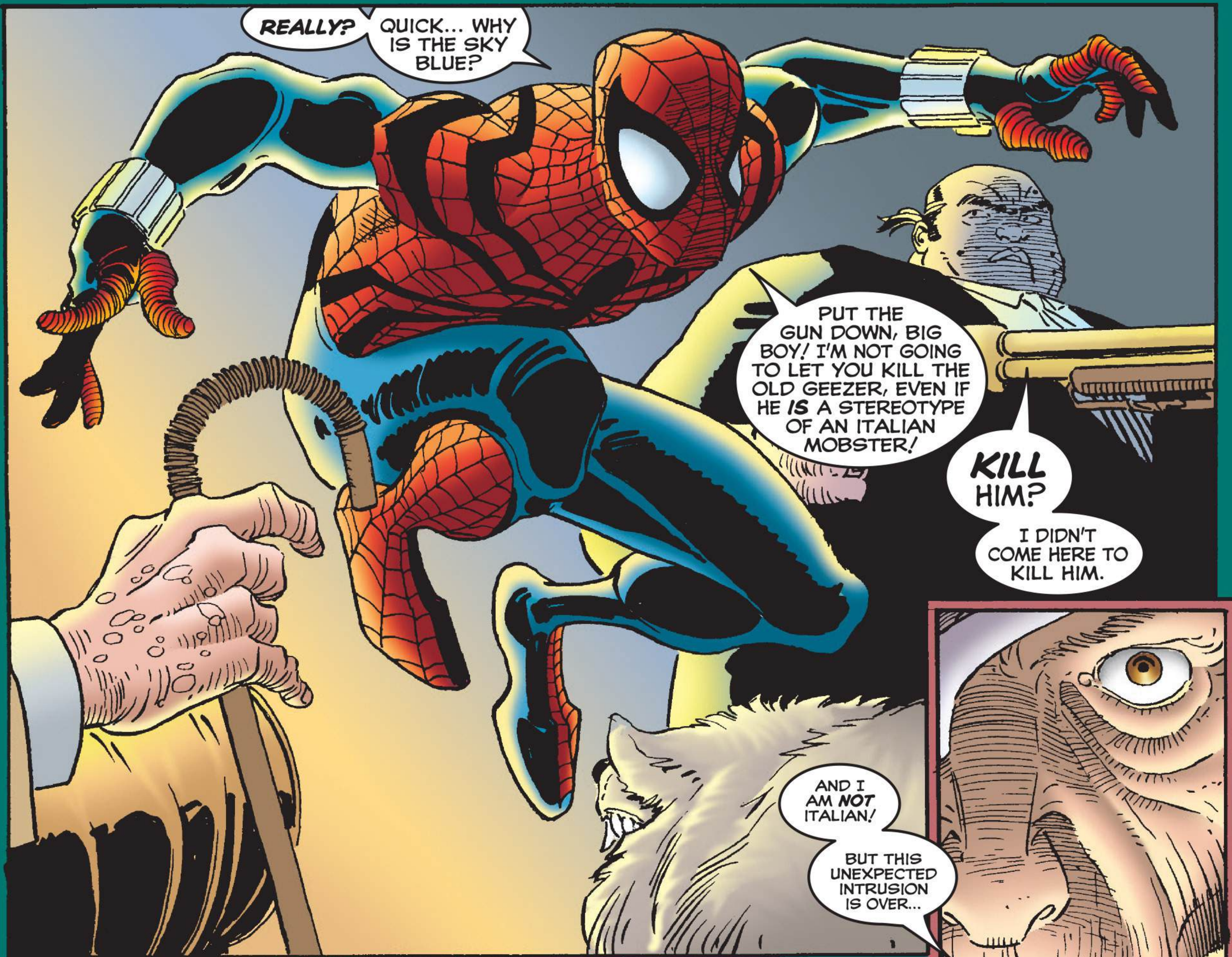
INSIDE...

YOU HAVE WASTED YOUR TIME, BOY!
ANNA AND THE CHILDREN ARE
NOT HERE.

FAMILY MEANS EVERYTHING TO ME!
I WOULD NOT PLACE THEM IN
HARM'S WAY.

DID YOU
NOT THINK THAT
I WAS **AWARE** OF
WHAT IS TO HAPPEN
HERE TONIGHT?

WHEN WILL YOU
LEARN THAT I KNOW **ALL**?



REALLY?

QUICK... WHY
IS THE SKY
BLUE?

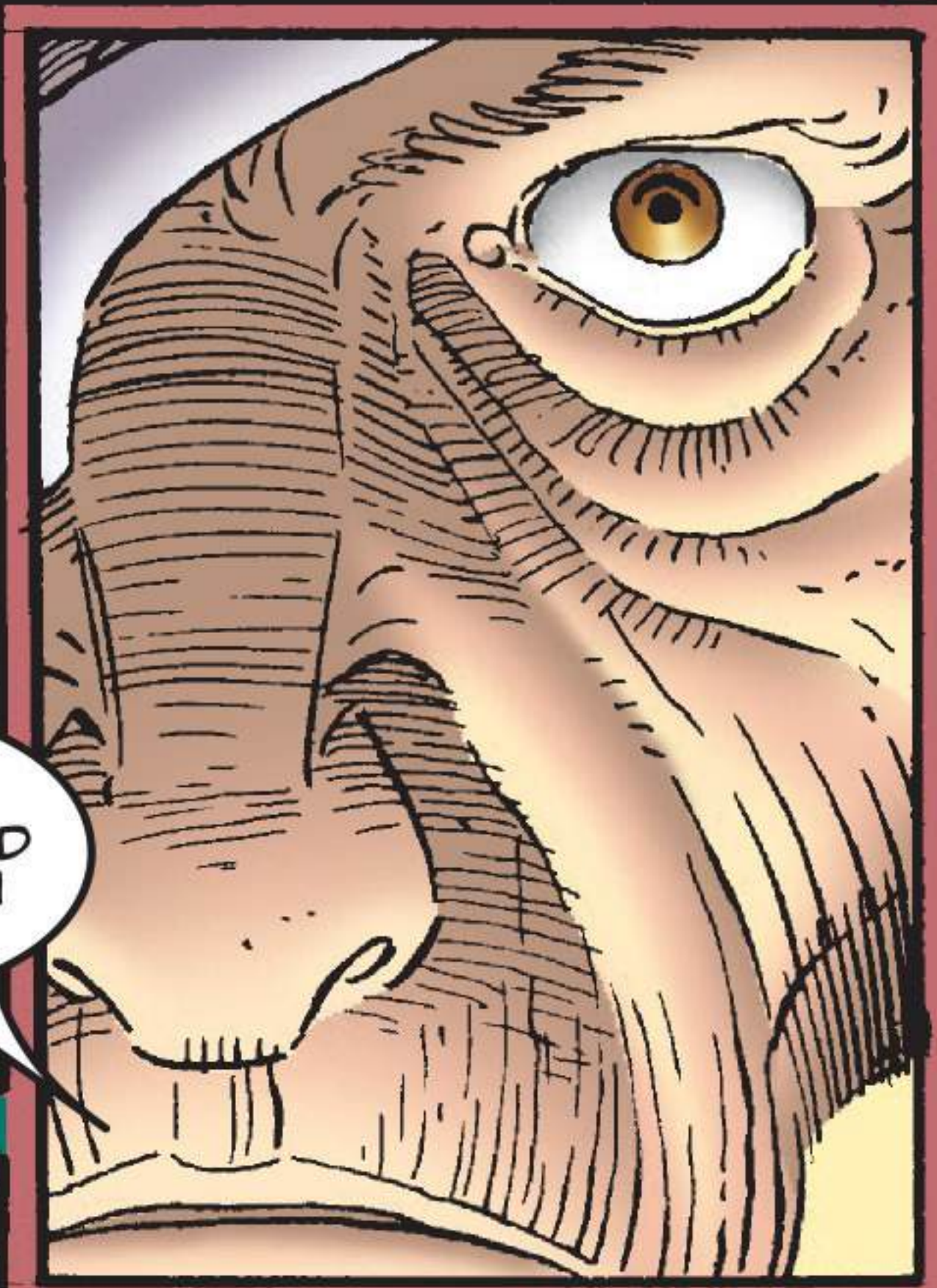
PUT THE
GUN DOWN, BIG
BOY! I'M NOT GOING
TO LET YOU KILL THE
OLD GEEZER, EVEN IF
HE **IS** A STEREOTYPE
OF AN ITALIAN
MOBSTER!

**KILL
HIM?**

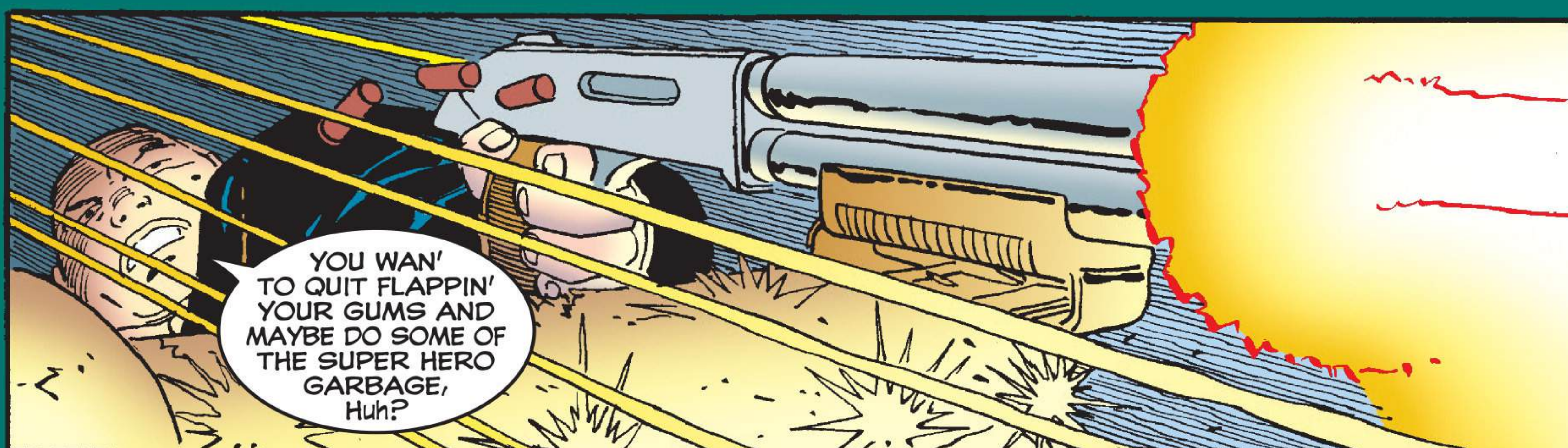
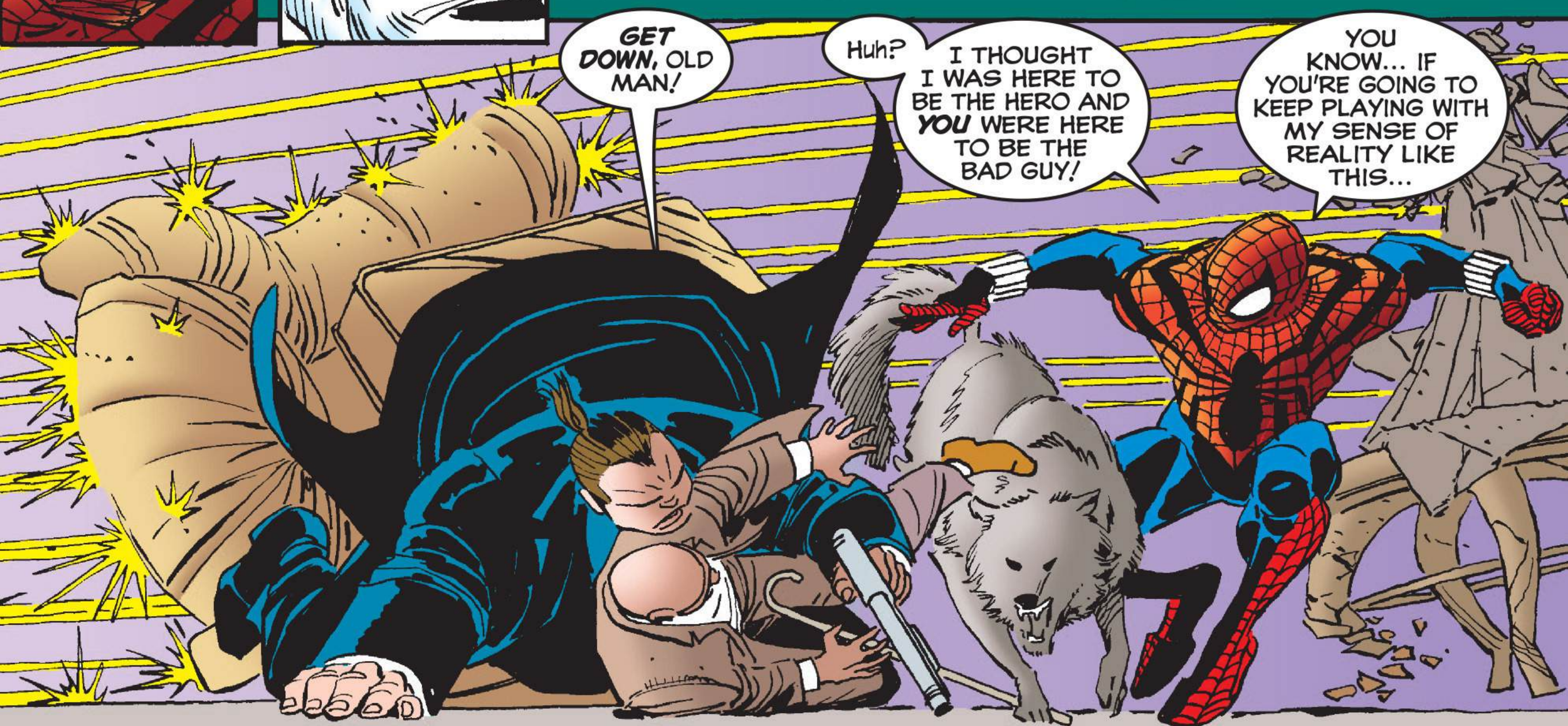
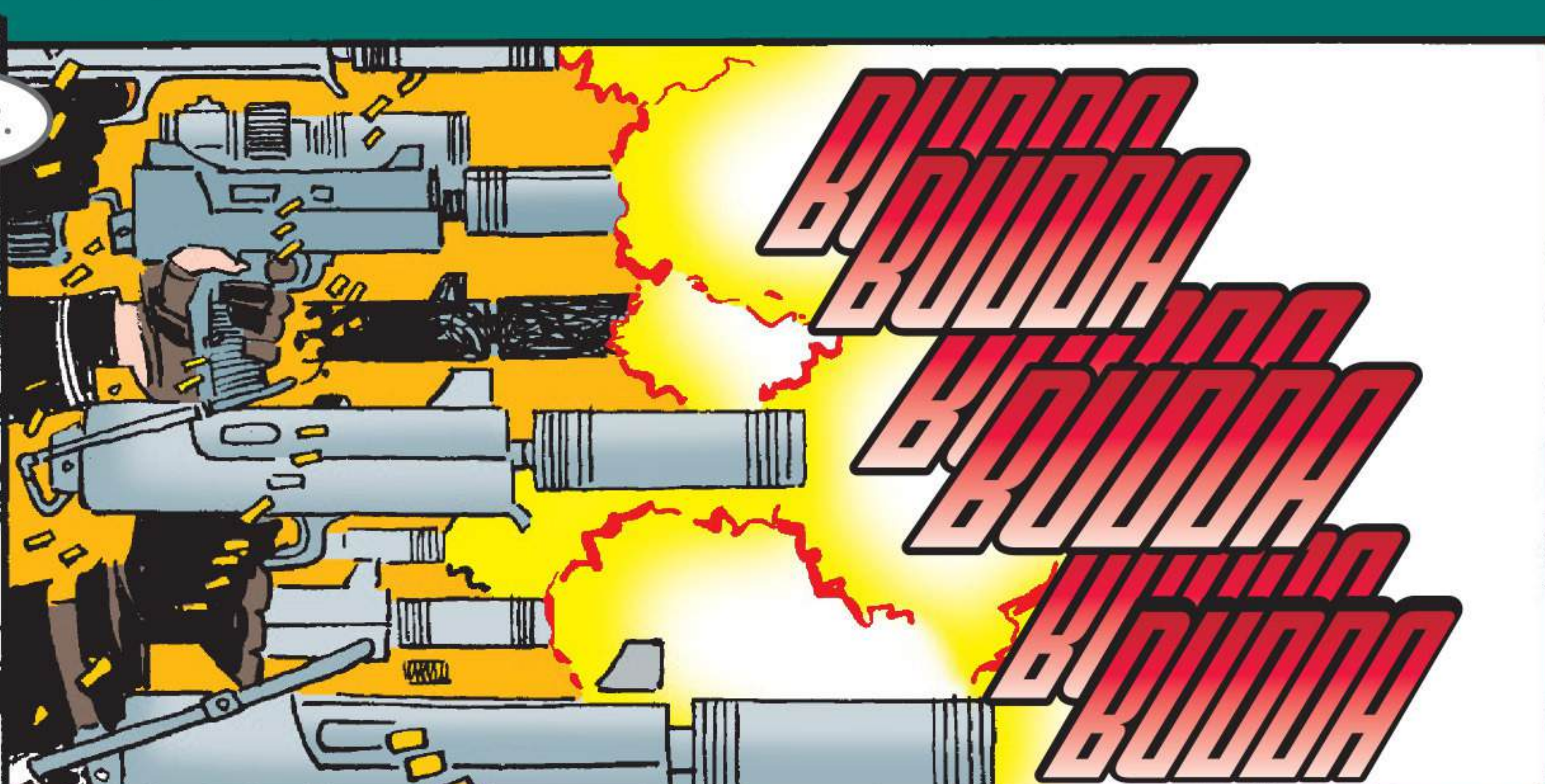
I DIDN'T
COME HERE TO
KILL HIM.

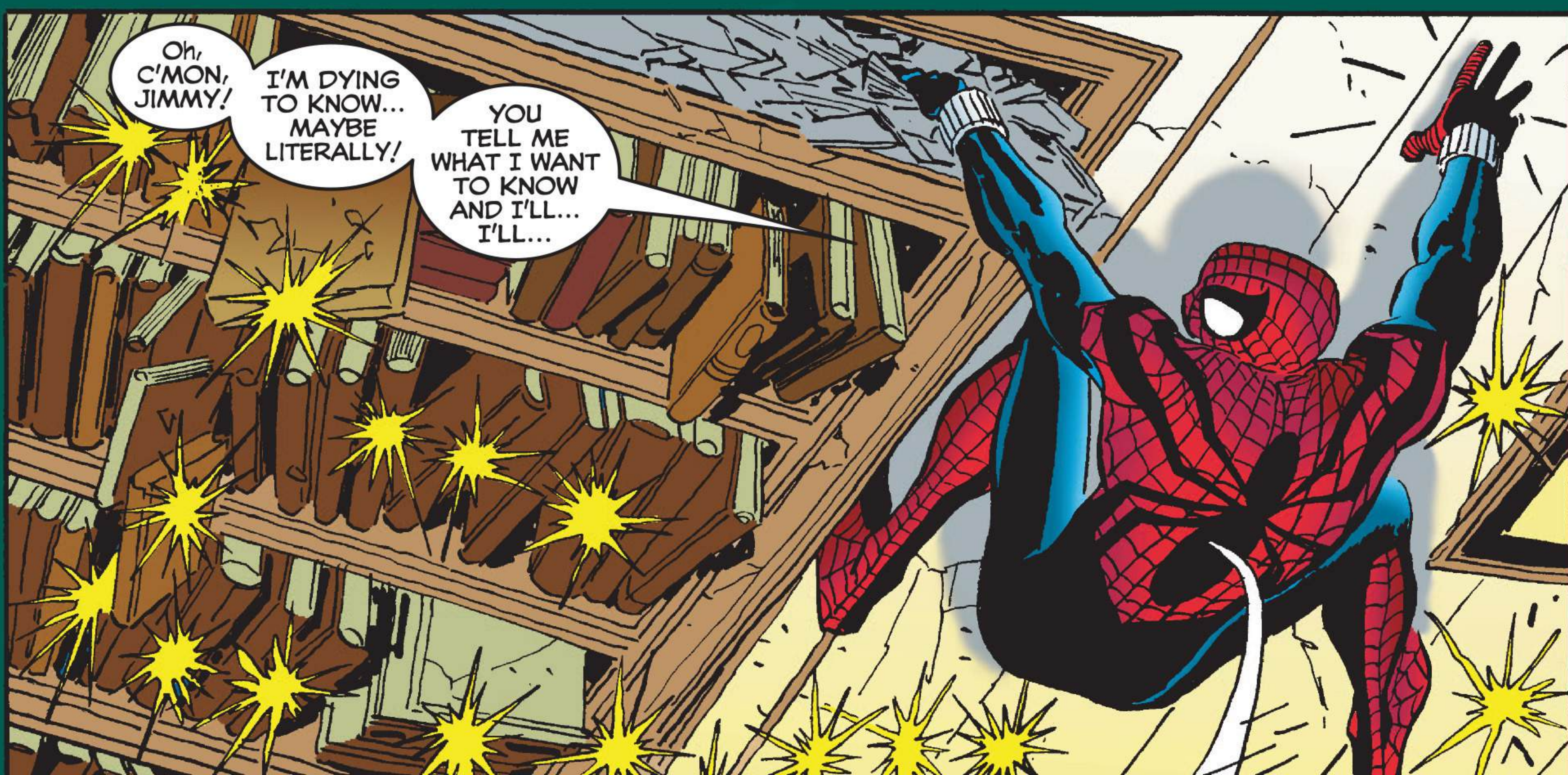
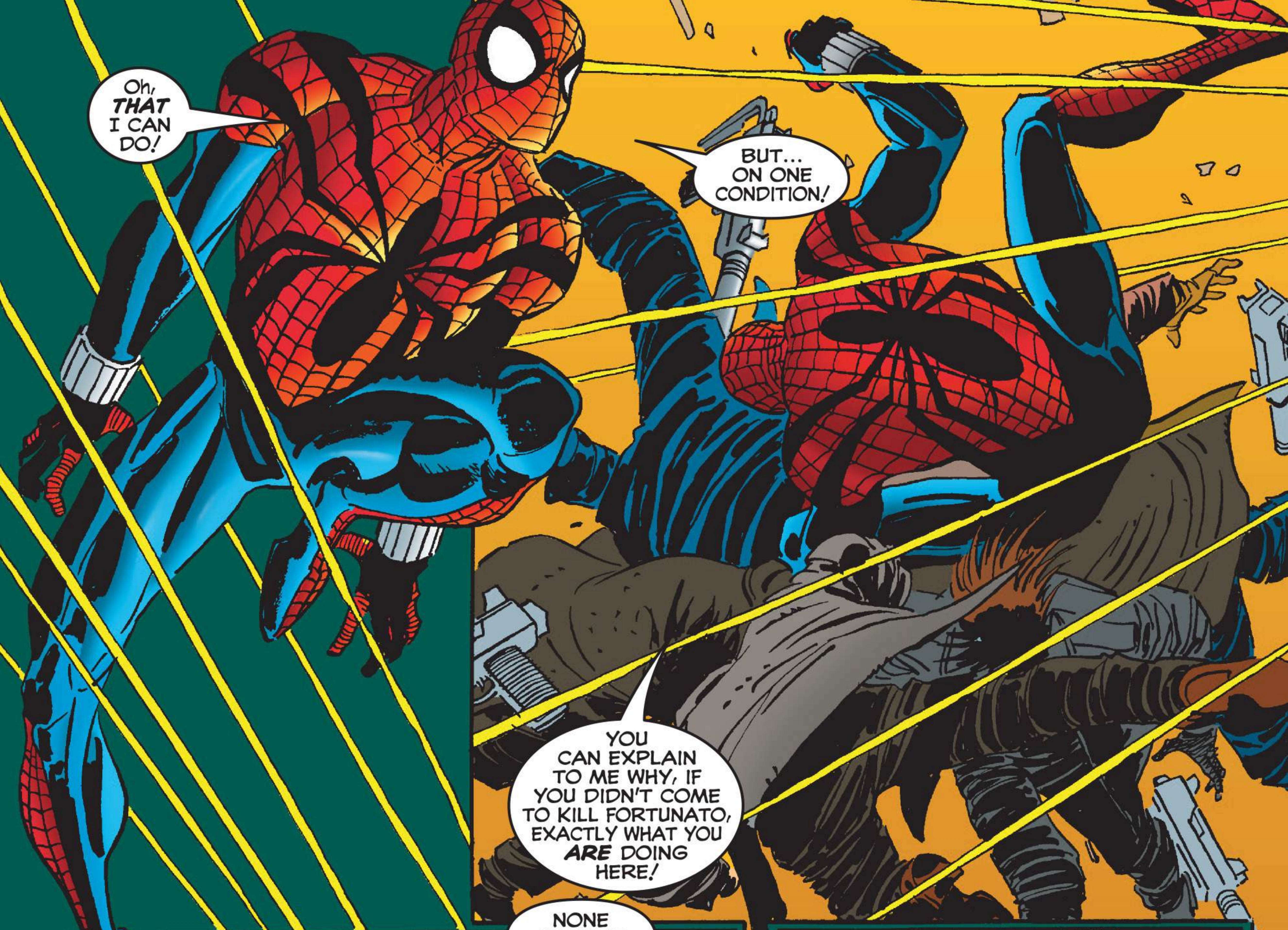
AND I
AM **NOT**
ITALIAN!

BUT THIS
UNEXPECTED
INTRUSION
IS OVER...



"...WE HAVE
COMPANY,
JIMMY."







... SHOW YOU THE SECRET AVENGERS HAND-SHAKE!

NOT THAT IT WOULD DO YOU ANY GOOD RIGHT NOW!

BUT WHO KNOWS... MAYBE SOMEDAY?



MAN! THEY MUST REALLY WANT HIM DEAD!

IS THIS THE KIND OF THING I'M GOING TO REGRET SOMEWHERE DOWN THE LINE?

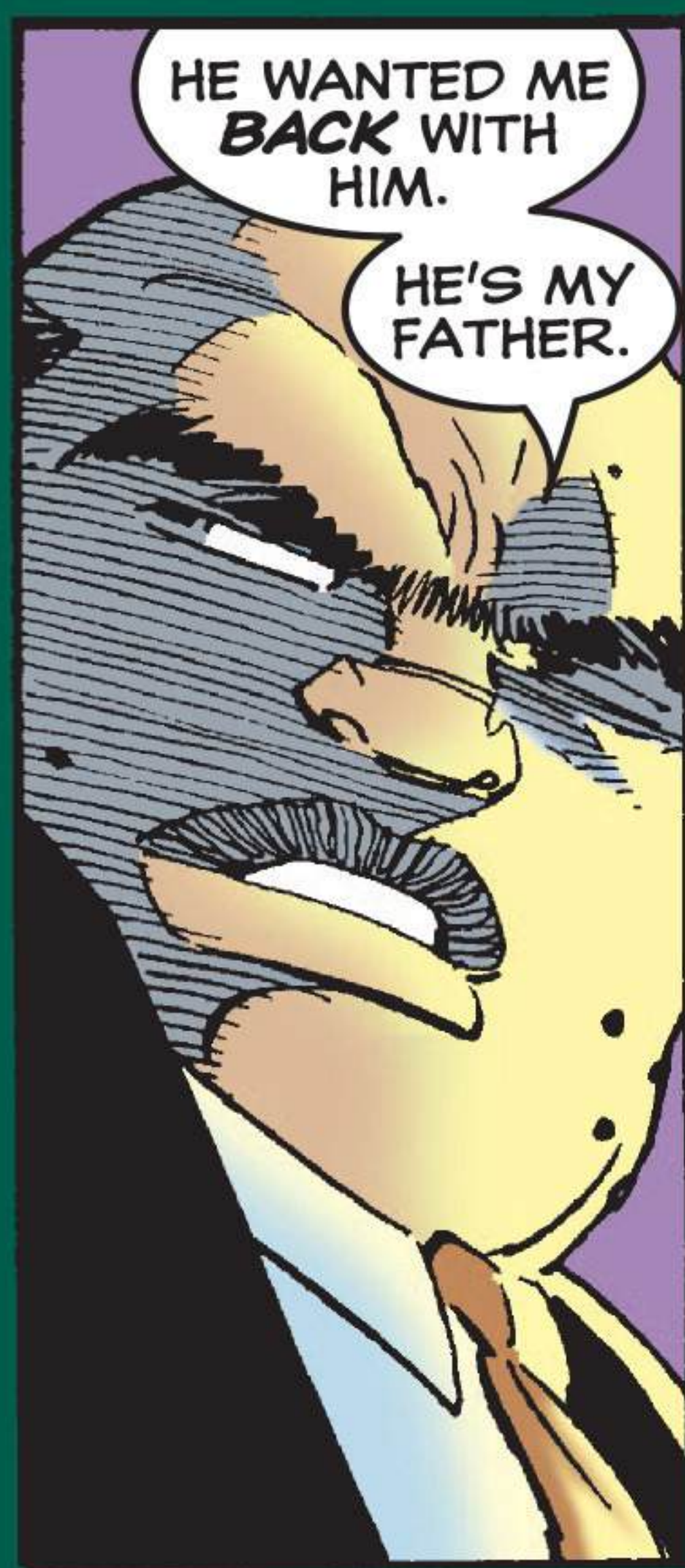
IS FORTUNATO GOING TO KEEP COMING BACK TO HAUNT ME FOR THE REST OF MY CAREER AS A FUNLOVIN' CRIME-BUSTER?



MORE THAN LIKELY!

C'MON, THEN... TELL ME WHY YOU SAVED HIS LIFE! I MEAN... HE **WAS** TRYING TO HAVE YOU KILLED, RIGHT?

NO, YOU'RE WRONG.



HE WANTED ME **BACK** WITH HIM.

HE'S MY FATHER.



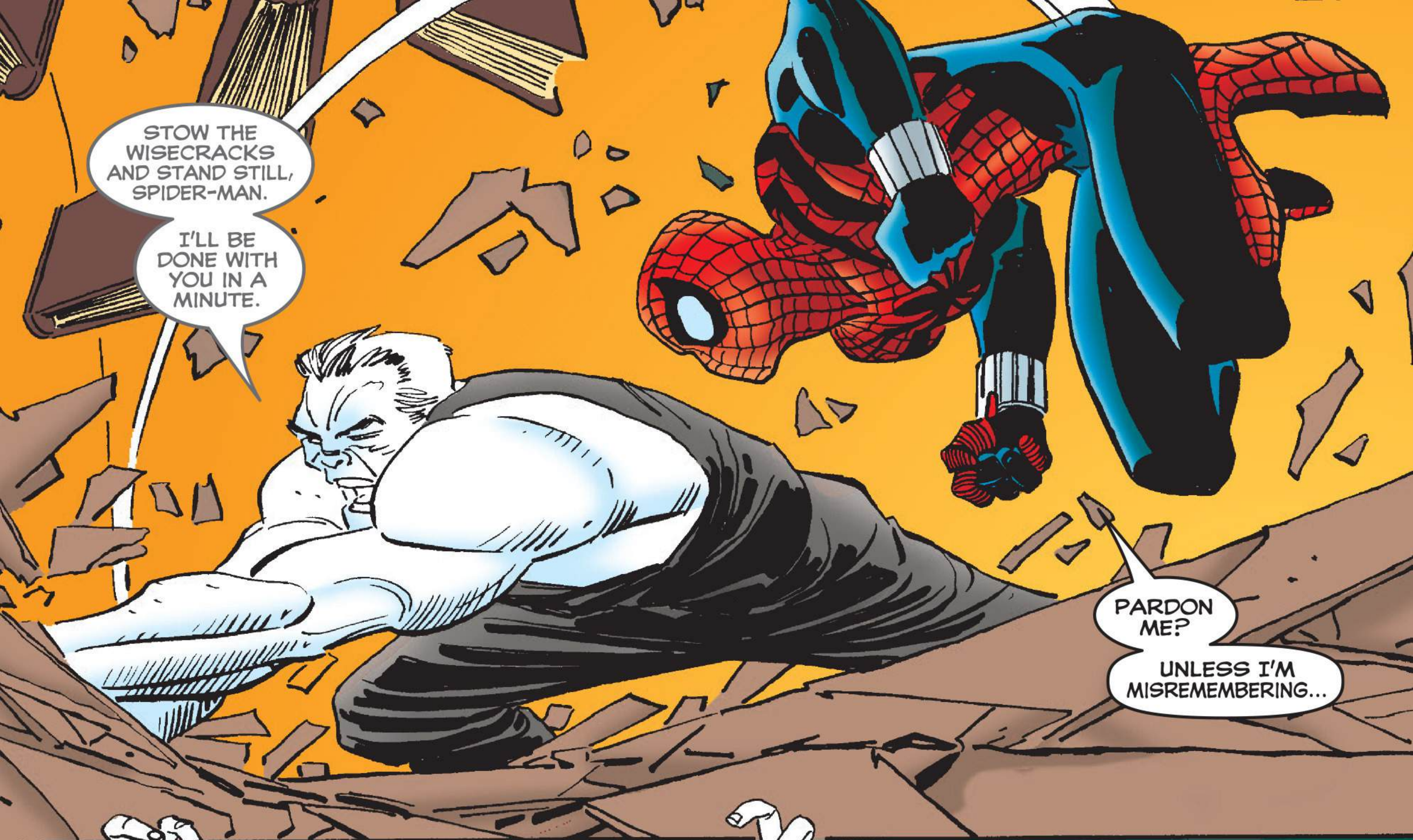
YOUR WHAT?!

WHOA!

EXCUSE ME WHILE I ATTEND TO OUR PALE-SKINNED OPPONENT!

BUT HOLD WHATEVER THOUGHT YOU WERE GOING TO MAKE...

... I'D **LOVE** TO HEAR THE REST OF THIS LITTLE FAMILY SAGA!



STOW THE
WISECRACKS
AND STAND STILL,
SPIDER-MAN.

I'LL BE
DONE WITH
YOU IN A
MINUTE.

PARDON
ME?

UNLESS I'M
MISREMEMBERING...



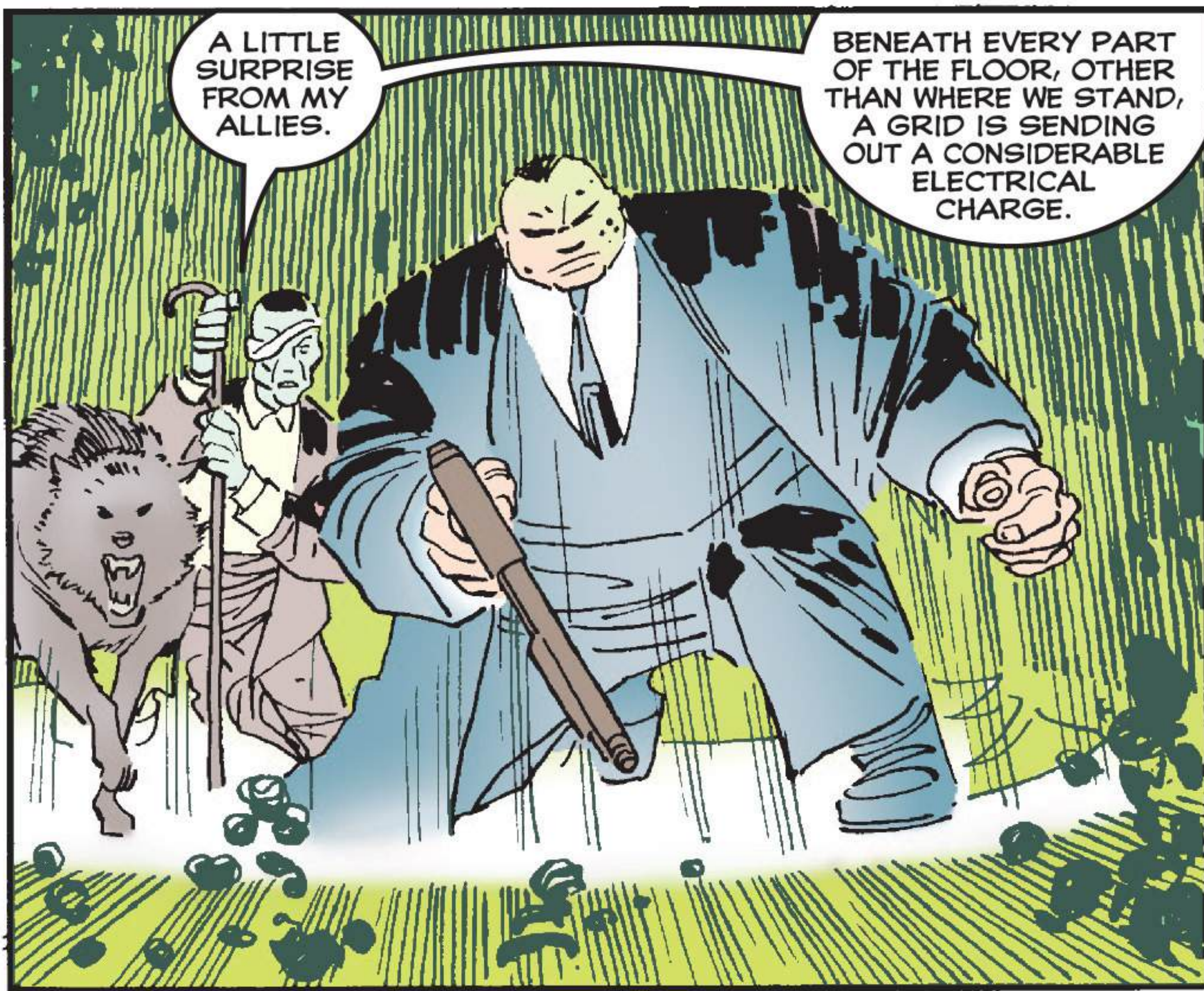
...THE
LAST TIME
WE TANGLED,
I **CLEANED**
YOUR
CLOCK!

LET ME
TELL YOU
SOMETHING...

AWW --
**SAVE
IT!**

KRAK

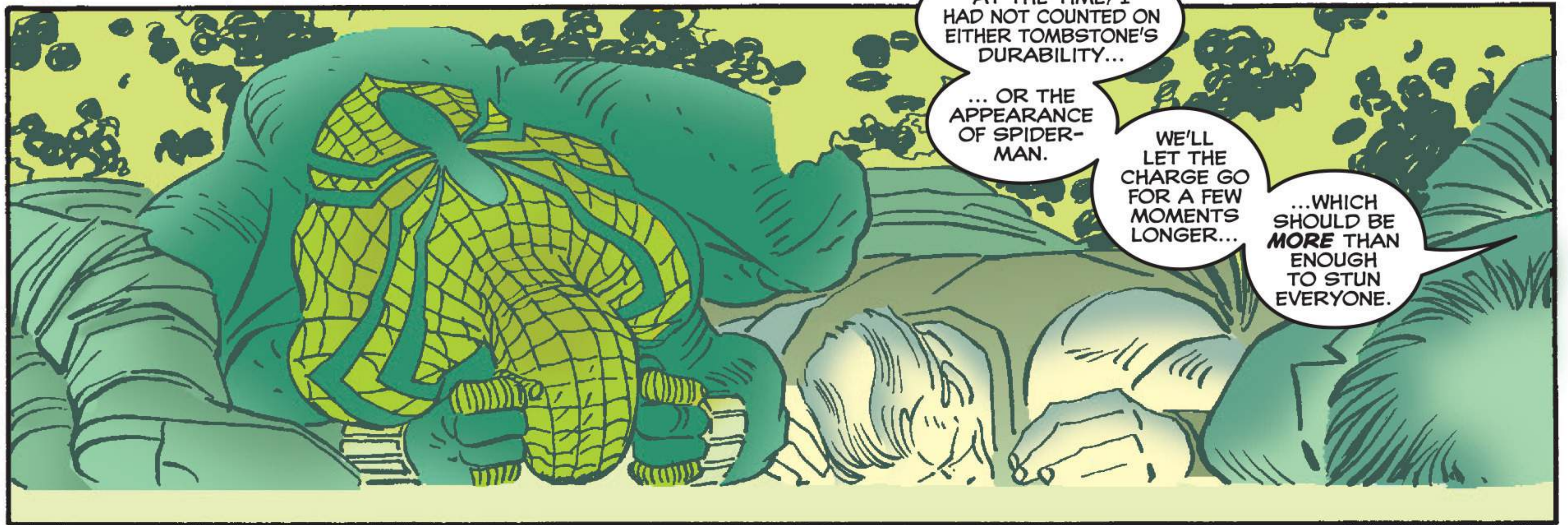




BENEATH EVERY PART OF THE FLOOR, OTHER THAN WHERE WE STAND, A GRID IS SENDING OUT A CONSIDERABLE ELECTRICAL CHARGE.



THE PLAN WAS TO STUN WHATEVER MISCREANTS THE OPPOSITION HAD SENT AGAINST ME.



THOUGH, AT THE TIME, I HAD NOT COUNTED ON EITHER TOMBSTONE'S DURABILITY...

... OR THE APPEARANCE OF SPIDER-MAN.

WE'LL LET THE CHARGE GO FOR A FEW MOMENTS LONGER...

...WHICH SHOULD BE MORE THAN ENOUGH TO STUN EVERYONE.



NOW
THAT OUR
ENEMIES' RANKS
HAVE BEEN
THINNED...

... WE
CAN MAKE
SHORT WORK
OF THIS WAR
OF THEIRS.



I HAVE ONE EYE, BUT THEY
ARE **BLIND** TO THE POWER
OF THOSE WHO STAND
BEHIND ME.

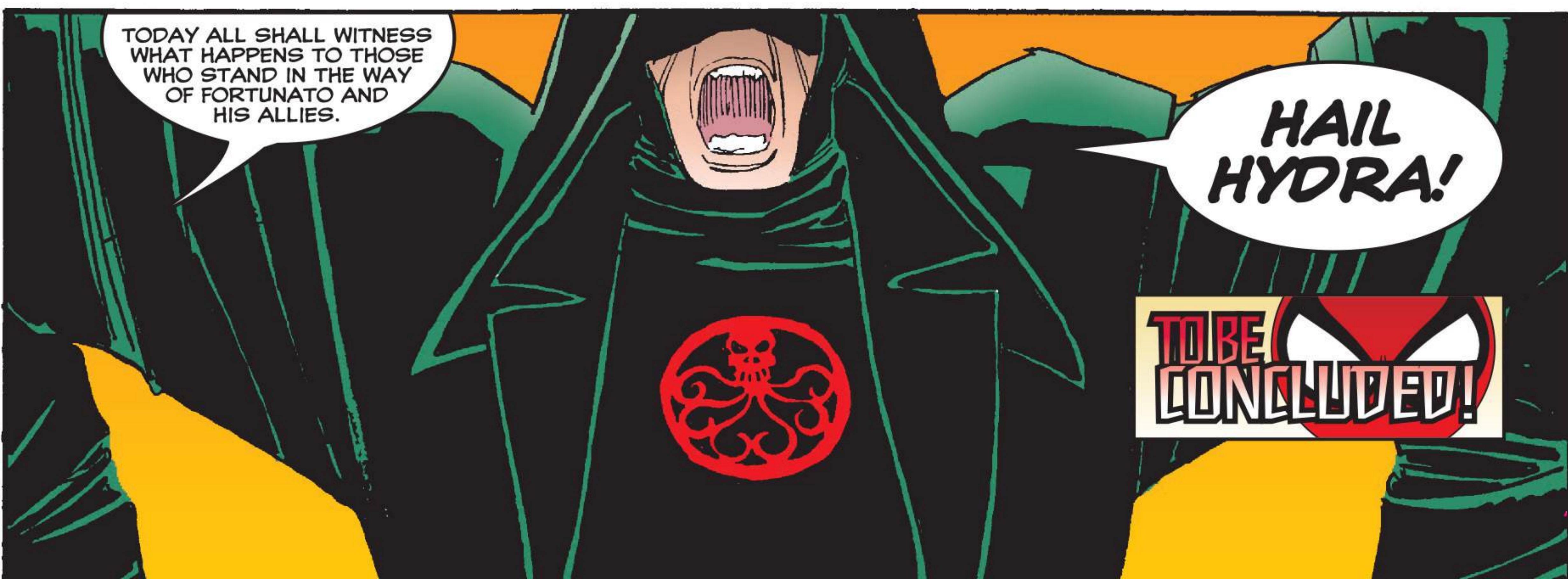
CALL A
MEETING,
JIMMY.

THOSE
WHO OPPOSE
ME WILL BE
GIVEN A
CHOICE.

THEY CAN
COME TO US IN
PEACE, AND AT THE
STROKE OF MIDNIGHT
WITNESS THE DEATH
OF SPIDER-MAN,
OR...

... THEY
CAN DIE
WITH
HIM.

YOU HAVE
RETURNED IN
TIME TO SEE THE
DAWNING OF A
NEW ERA,
MY SON.



TODAY ALL SHALL WITNESS
WHAT HAPPENS TO THOSE
WHO STAND IN THE WAY
OF FORTUNATO AND
HIS ALLIES.

**HAIL
HYDRA!**

**TO BE
CONCLUDED!**

MARVEL[®]
COMICS



SPIDER-MAN[®]

NOV. '96 74

SPIDER-MAN[®]

APPROVED
BY THE
COMICS
CODE
AUTHORITY



THREE
AGAINST
HYDRA!

JACK
KIRBY

NEW YORK CITY.

THE DAILY BUGLE SAYS THAT THE CITY HAS BEEN BROKEN WIDE OPEN, CRIMINALS CRAWLING OUT OF THE WOODWORK, "NOW THAT THE HEROES ARE GONE."

SO I GUESS THAT WOULD MAKE ME CHOPPED LIVER?

SURE, I'M NOT CAPTAIN AMERICA OR REED RICHARDS, BUT...

... I DO HAVE MY DAYS.

SOMEONE'S GOING TO HAVE TO HAVE A LITTLE HEART-TO-HEART WITH JAMESON ABOUT THAT KIND OF STUFF.

THE BAD GUYS READ THE PAPERS, TOO.

GIVES THEM ALL KINDS OF IDEAS.

CASE IN POINT...

BKOOOM

NOT YOUR STANDARD BANK ROBBER...

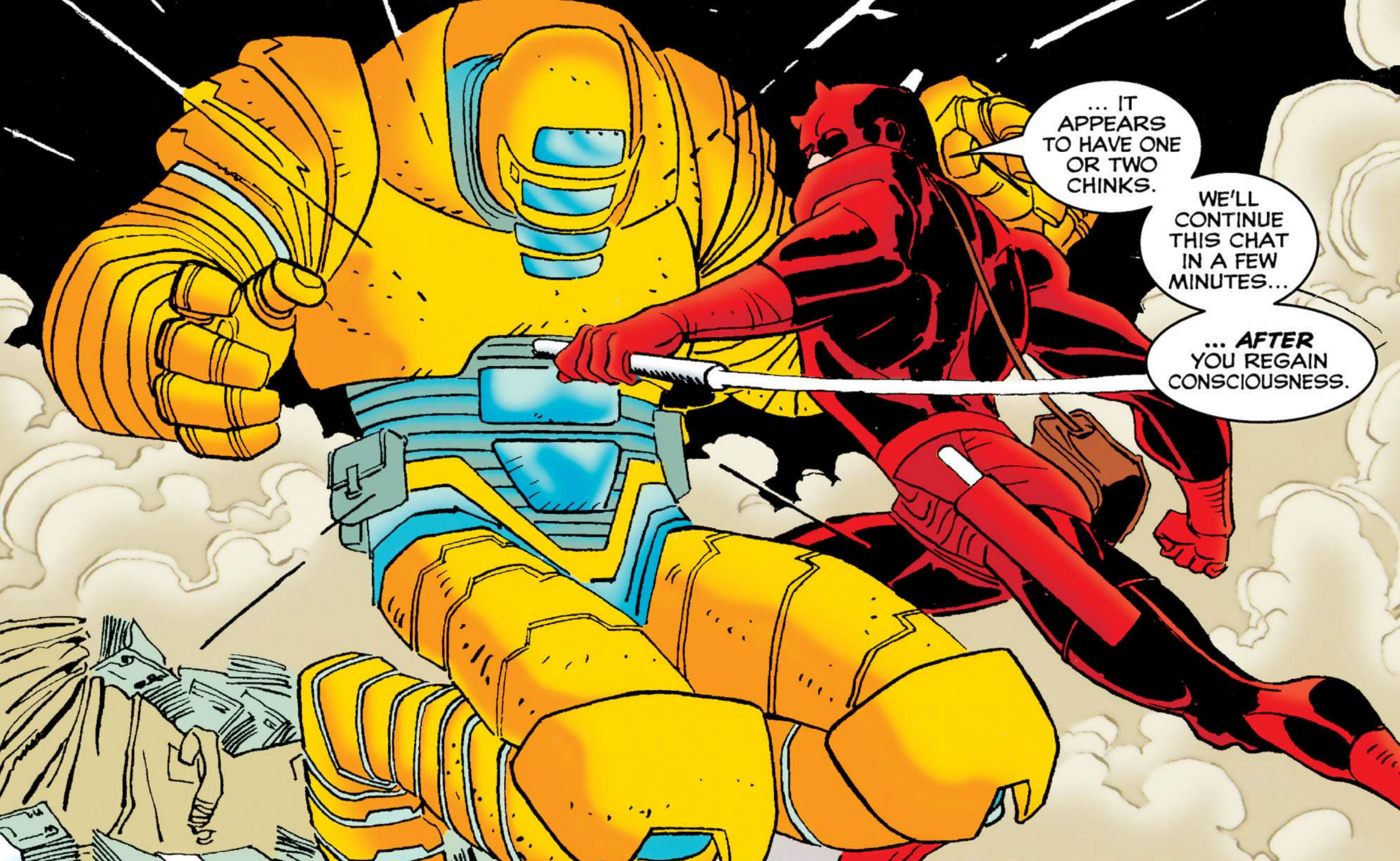
... BUT ENOUGH HI-TECH HYDRAULICS AND ORDNANCE TO GET THE JOB DONE.

THAT IS, IF HE HADN'T BEEN MAKING ENOUGH NOISE TO WAKE THE DEAD...

... EXACTLY THE KIND OF THING THAT MY HYPER-SENSES CAN PICK UP A MILE AWAY.

WHICH THEY DID.

TIME TO SHOW THE BUGLE THAT NOT ALL THE HEROES ARE GONE.



... IT APPEARS TO HAVE ONE OR TWO CHINKS.

WE'LL CONTINUE THIS CHAT IN A FEW MINUTES...

... **AFTER** YOU REGAIN CONSCIOUSNESS.

A FEW MINUTES LATER.

TIME TO WAKE UP...

... LET'S START WITH YOUR NAME.

L-LAWRENCE... LAWRENCE EVANS.



OKAY, LARRY. I WANT YOU TO RELAX AND TELL ME WHERE YOU GOT THIS ARMOR AND **WHAT** YOU WERE THINKING?

HOW DO YOU KNOW IT'S NOT **MINE**?

LET'S JUST SAY I'M A REAL GOOD JUDGE OF CHARACTER.

I CAN'T TELL YOU **THAT**! THEY'LL KILL ME IF THEY KNEW I TOOK IT.

I'VE GOT A WIFE AND KID TO THINK OF. I CAN'T.



TOO BAD. I WAS THINKING OF PUTTING IN A GOOD WORD FOR YOU WITH THE COPS.

WAIT! I CAN GIVE YOU SOMETHING. SOMETHING I HEARD ON THE STREET.

I'M ALL EARS, LARRY.





FORTUNATO, THE NEW BIG MAN IN TOWN. HE'S GOT EVERYONE WHO'S ANYONE IN CRIME COMING TO HIS ESTATE ON STATEN ISLAND.

THEY'VE GOT THE WEB-HEAD... SPIDER-MAN. THEY'RE GOING TO KILL HIM IN FRONT OF EVERYONE TONIGHT.



GOOD JOB, LARRY.
YOU STAY OUT OF TROUBLE NOW.

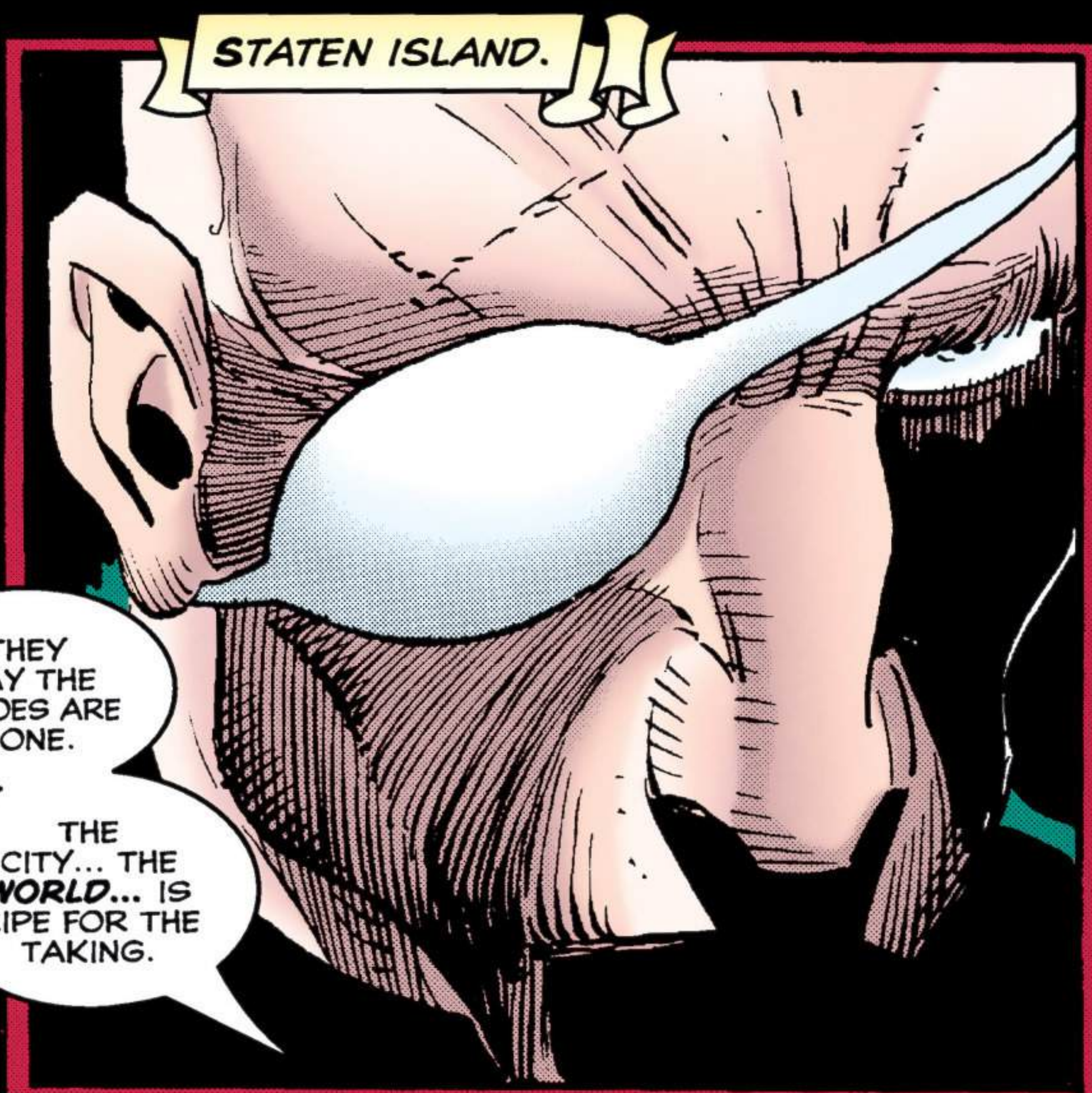
I'VE GOT A FRIEND WHO'S A LAWYER. HIS NAME'S MURDOCK. I'LL HAVE HIM GIVE YOU A CALL.



NOW ALL I'VE GOT TO DO IS FIND OUT WHERE FORTUNATO'S PLACE IS... MAKE MY WAY TO STATEN ISLAND...

... FIGHT MY WAY THROUGH A BUNCH OF GODFATHER WANNABES... AND SAVE MY OLD BUDDY SPIDER-MAN.

HOW TOUGH COULD IT BE?



STATEN ISLAND.

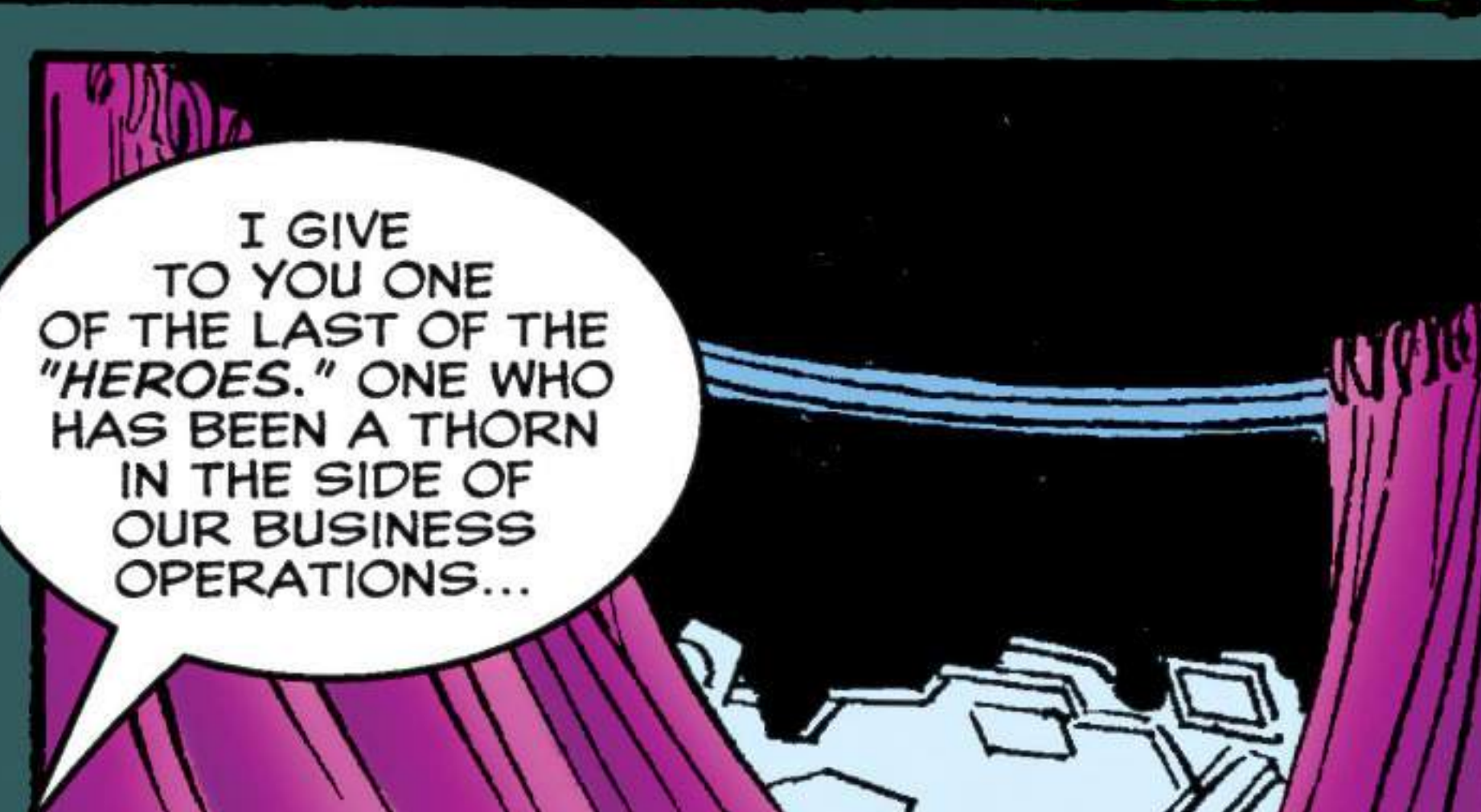
THEY SAY THE HEROES ARE GONE.

THE CITY... THE WORLD... IS RIPE FOR THE TAKING.



BUT, TO DO THIS, WE MUST PUT ASIDE PAST DIFFERENCES.

WE MUST NOT FIGHT AMONGST OURSELVES LIKE SO MANY DOGS OVER TABLE SCRAPS.



... SPIDER-MAN!

TONIGHT,
AT MIDNIGHT,
WE WILL UNMASK
HIM WHO HAS SO
PLAGUED YOU, MY
FRIENDS, AND
THEN... HE
SHALL DIE.

AND
YOU WILL
ALL KNOW THAT
FORTUNATO IS
A MAN OF HIS
WORD.

STAN LEE Presents:

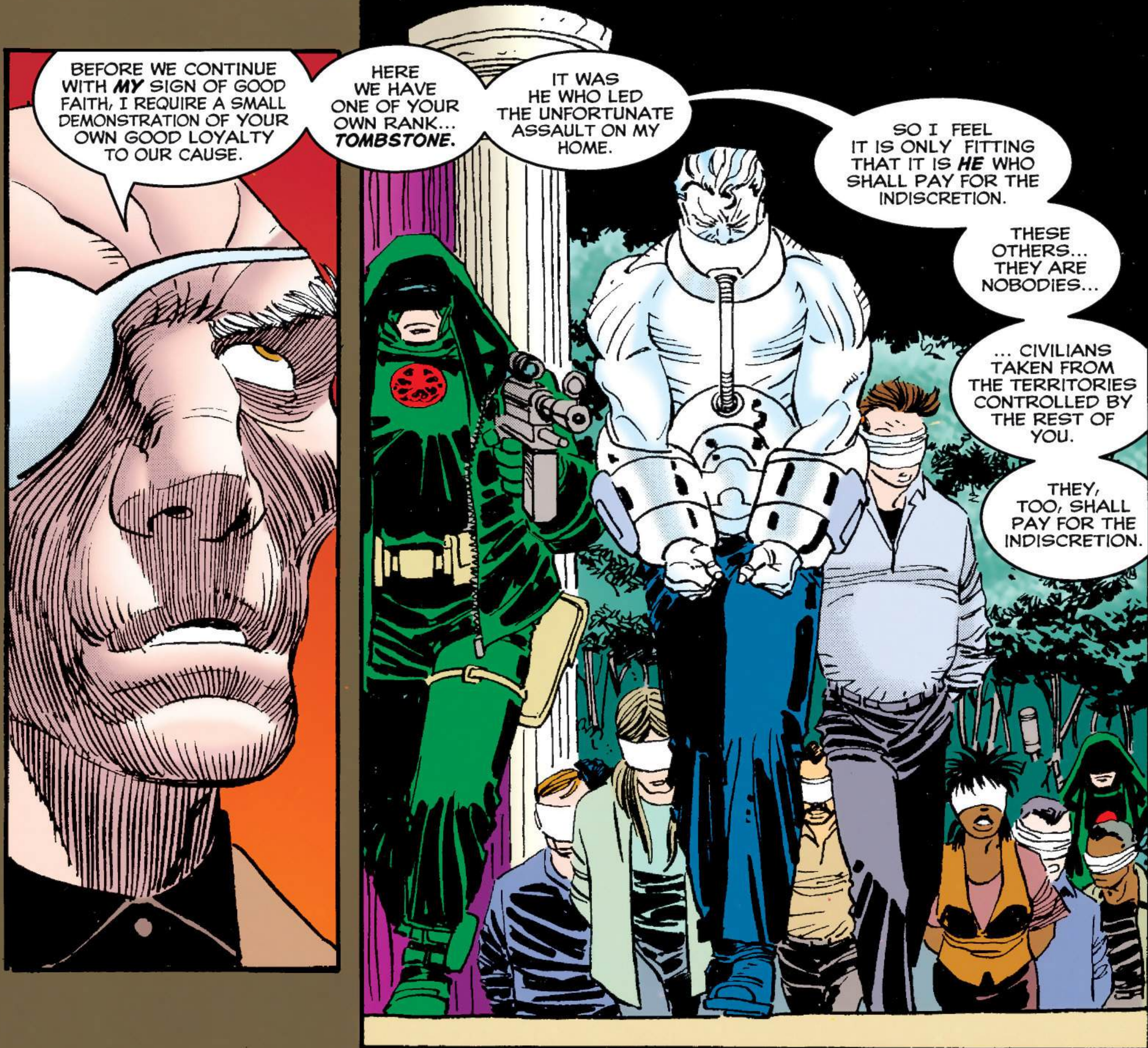
Last of the Heroes

Brought to you by:
**HOWARD MACKIE &
JOHN ROMITA JR.**
Story and Art
AL WILLIAMSON Inker
**RICHARD STARKINGS &
COMICRAFT/LA** Letters
KEVIN TINSLEY Colors
RALPH MACCHIO Editor
BOB HARRAS Chief

In Memory of
MARK GRUENWALD
Last of our Heroes







BEFORE WE CONTINUE WITH **MY** SIGN OF GOOD FAITH, I REQUIRE A SMALL DEMONSTRATION OF YOUR OWN GOOD LOYALTY TO OUR CAUSE.

HERE WE HAVE ONE OF YOUR OWN RANK... **TOMBSTONE**.

IT WAS HE WHO LED THE UNFORTUNATE ASSAULT ON MY HOME.

SO I FEEL IT IS ONLY FITTING THAT IT IS **HE** WHO SHALL PAY FOR THE INDISCRETION.

THESE OTHERS... THEY ARE NOBODIES...

... CIVILIANS TAKEN FROM THE TERRITORIES CONTROLLED BY THE REST OF YOU.

THEY, TOO, SHALL PAY FOR THE INDISCRETION.



THEIR BLOOD WILL BE ON YOUR HANDS, BUT MORE IMPORTANTLY... IF THERE IS EVEN A HINT OF DISLOYALTY FROM ANY OF YOU... THERE WILL BE MUCH MORE INNOCENT BLOOD SPILLED.

IT WILL FLOW UNTIL YOUR TERRITORIES RUN RED WITH THE BLOOD OF INNOCENTS. HOW LONG COULD THIS GO ON? HOW LONG BEFORE YOU ARE HUNTED DOWN LIKE MONSTERS AND DRIVEN AWAY? THIS IS THE PRICE YOU WILL PAY. DO YOU ALL AGREE?

YOU, CAESAR CICERO?

YEAH.

AND YOU, SILVERMANE...

... GAVIN THORPE...

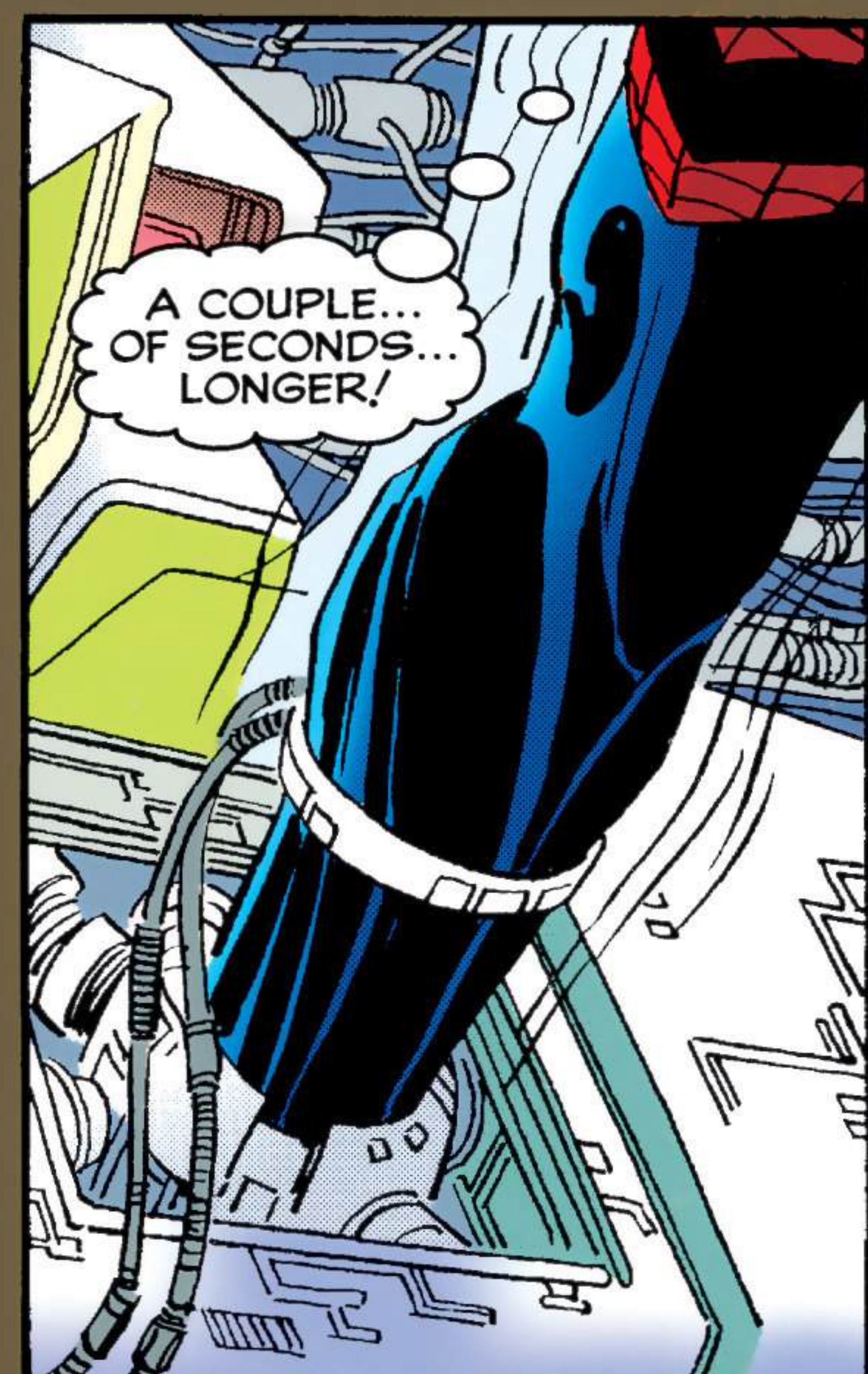
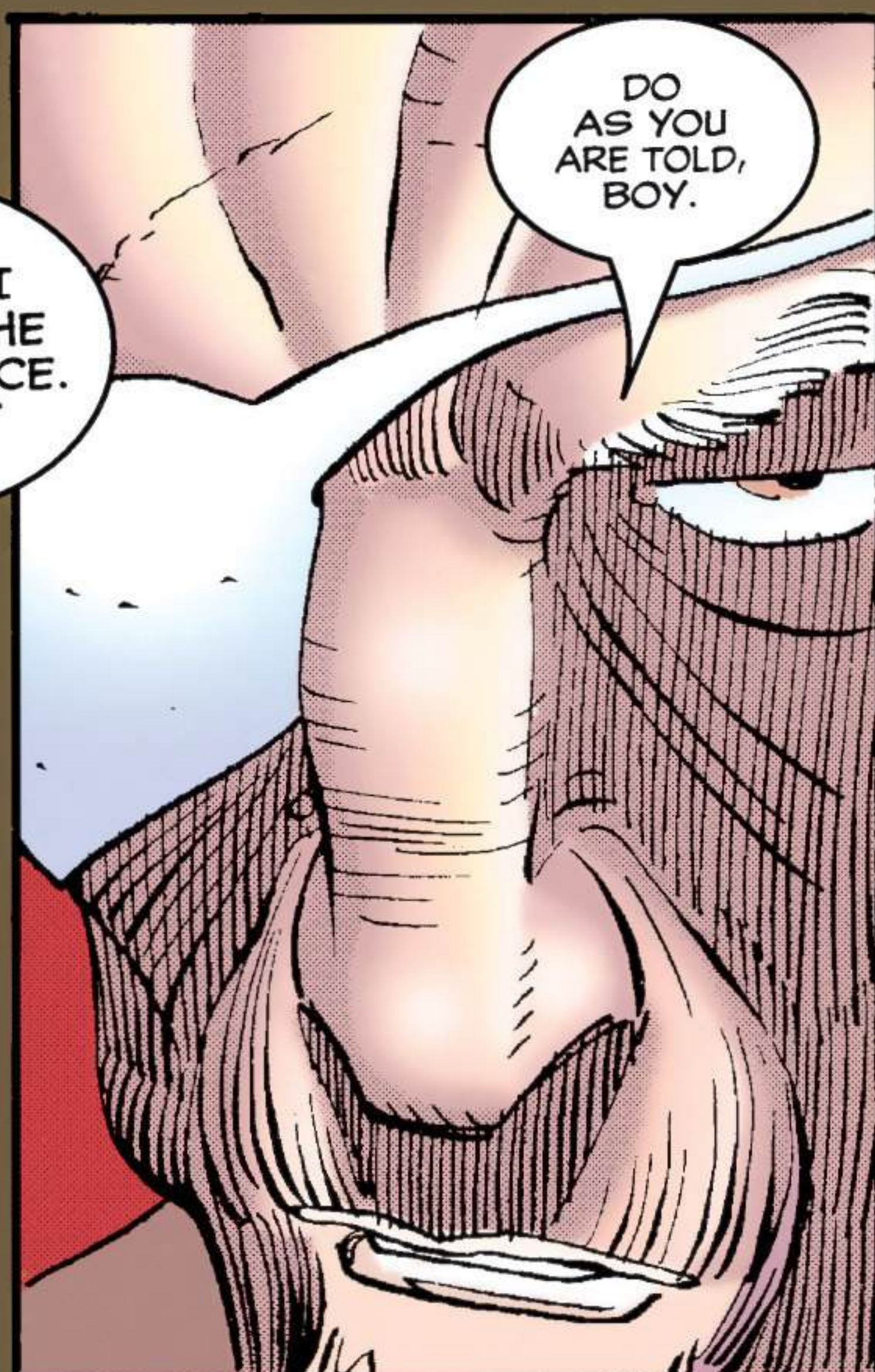
... GENERAL COY...

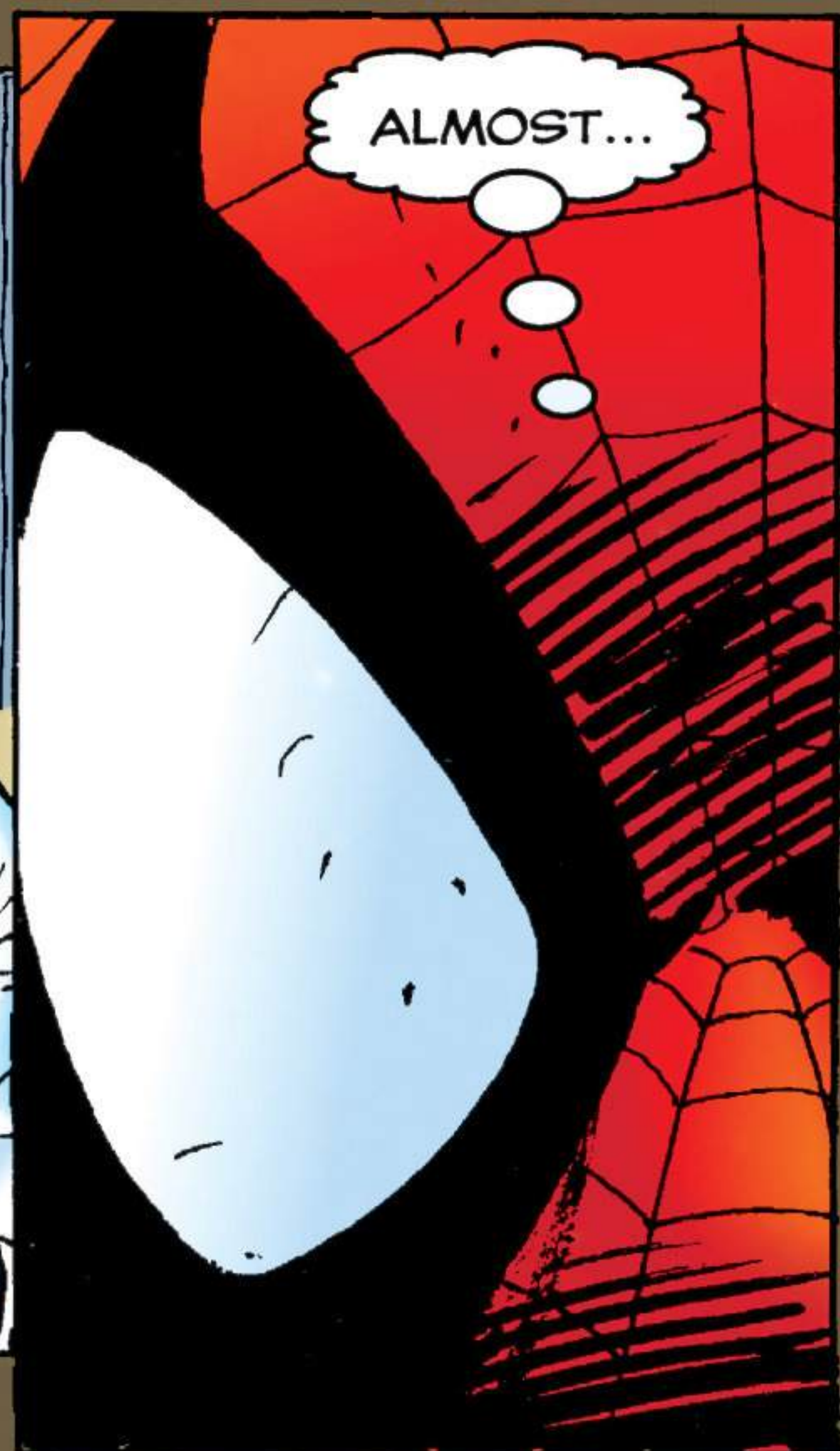
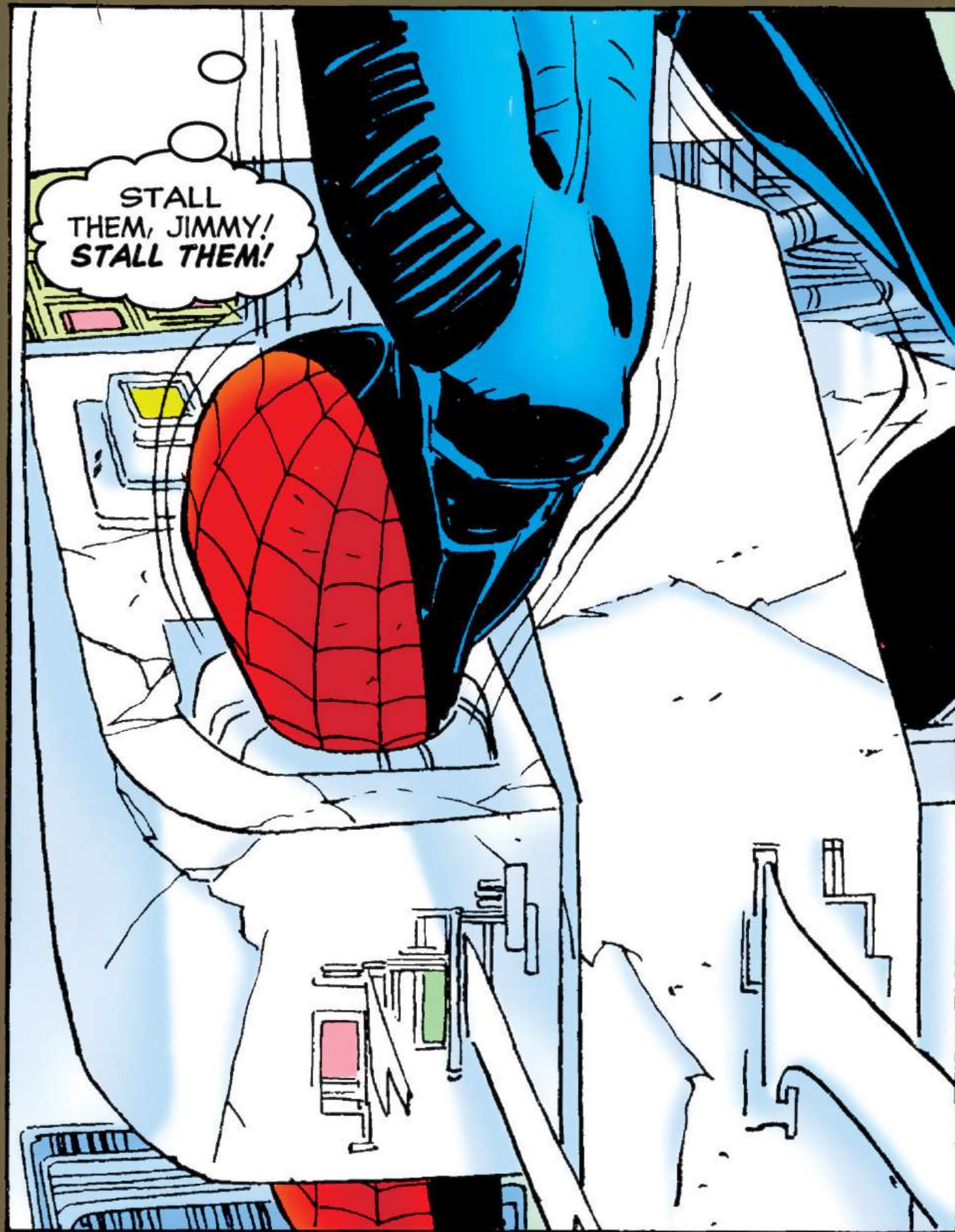
... HAMMERHEAD...

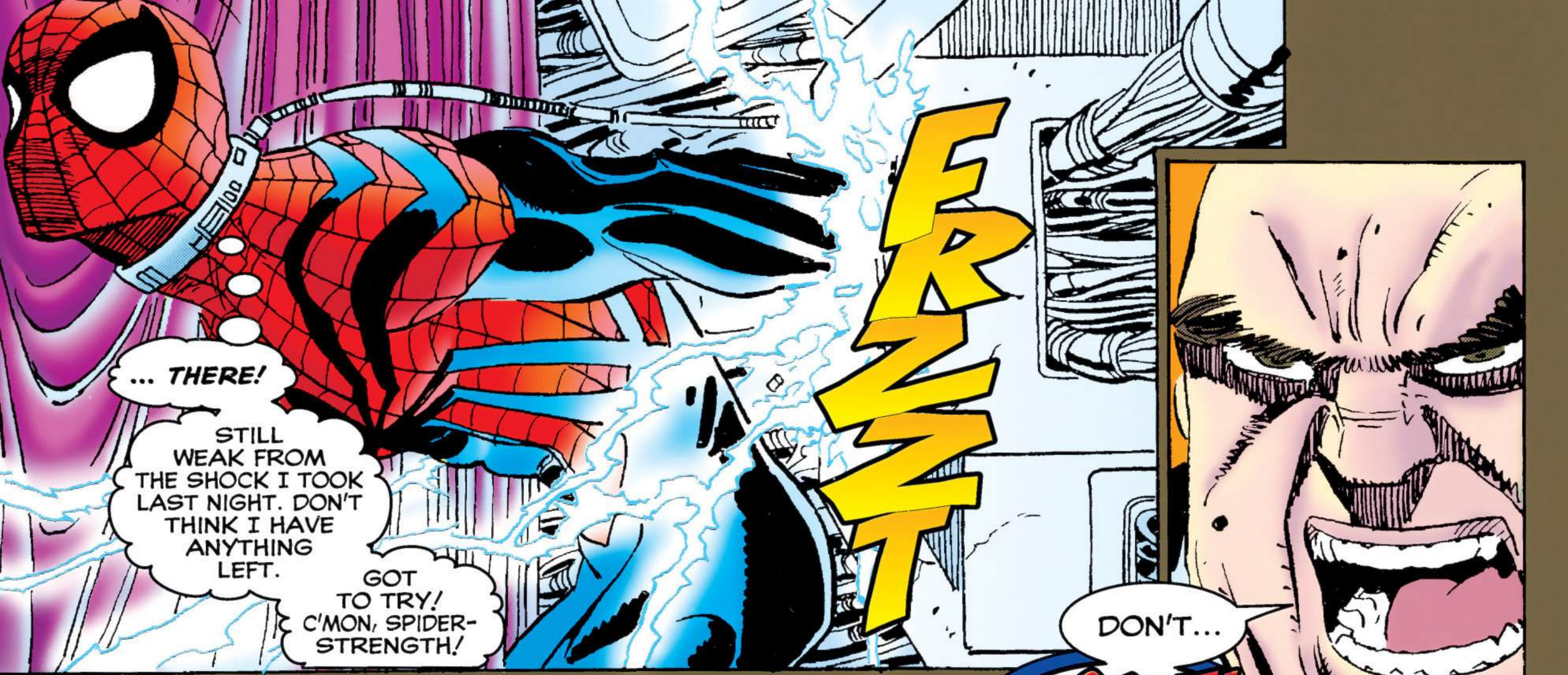
... ROSE ...

... SLUG?









... THERE!

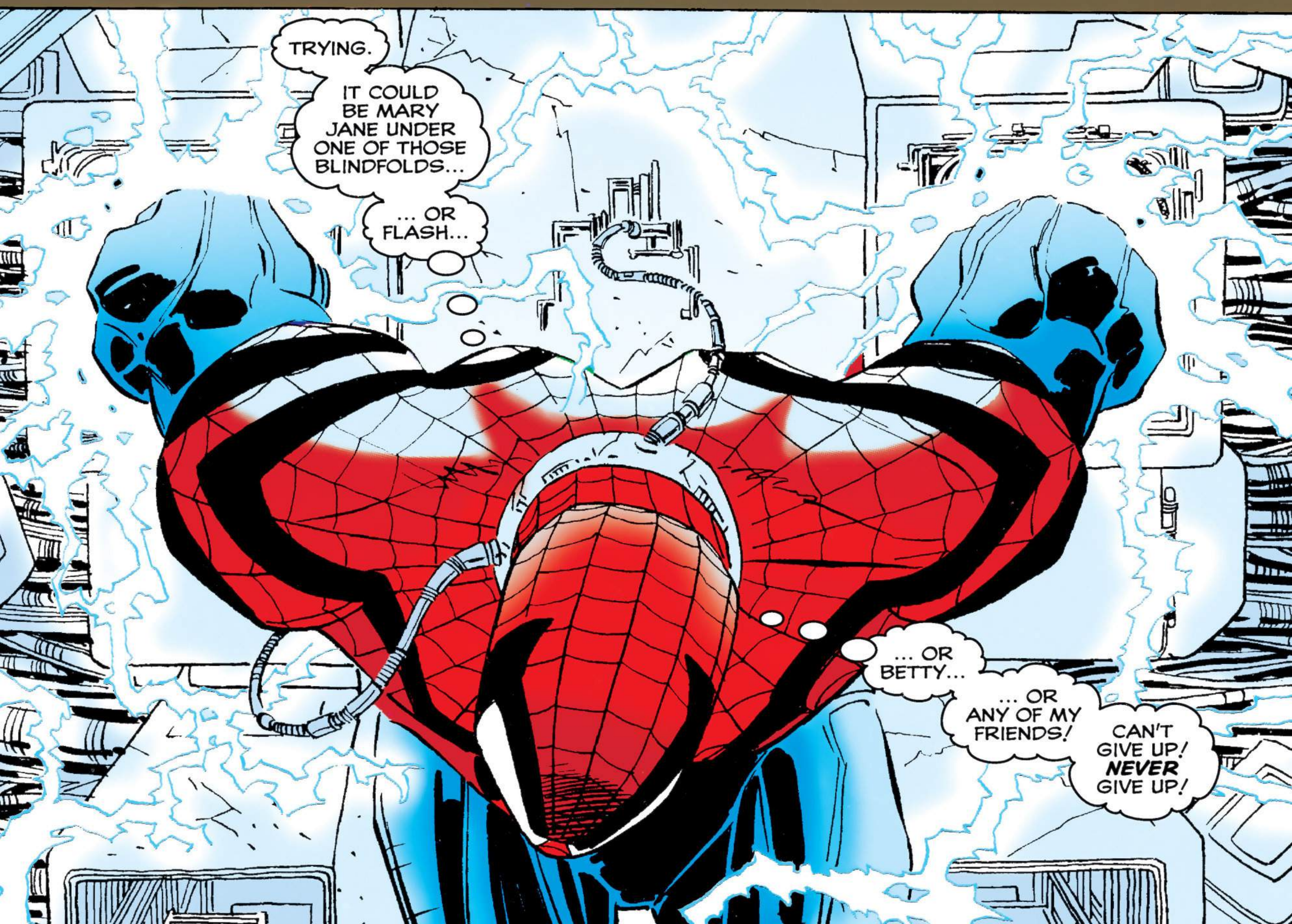
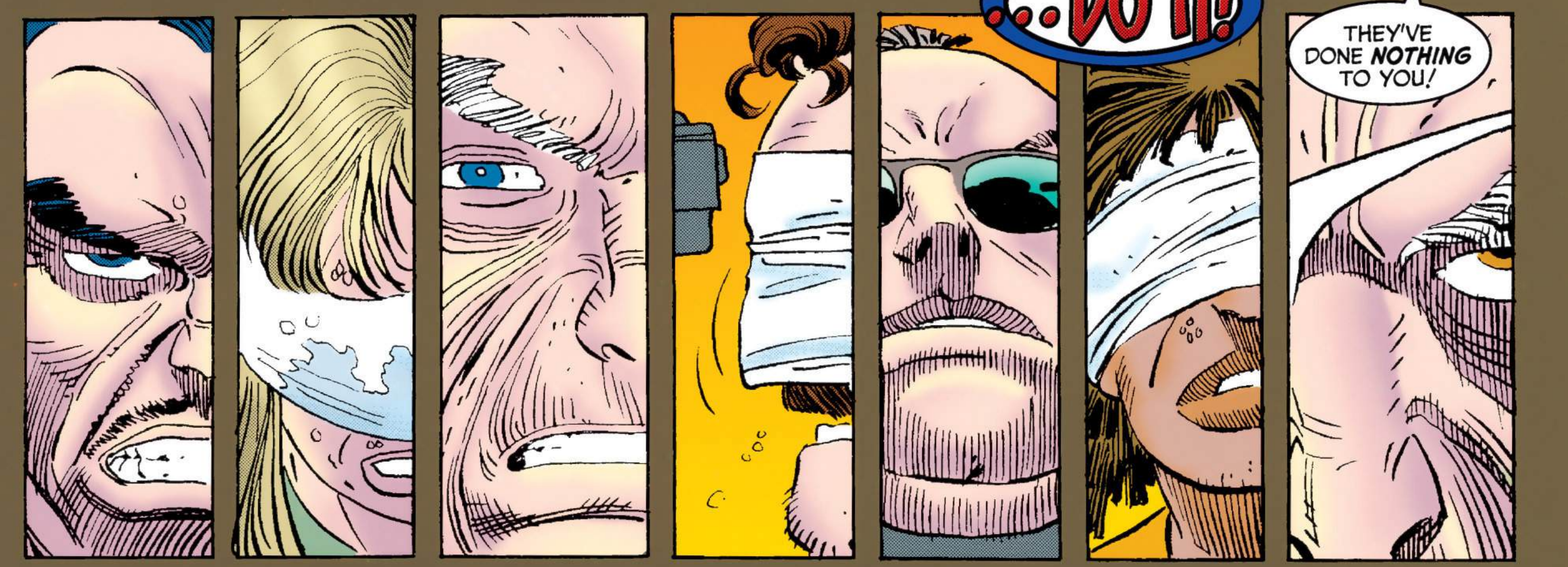
STILL WEAK FROM THE SHOCK I TOOK LAST NIGHT. DON'T THINK I HAVE ANYTHING LEFT.

GOT TO TRY! C'MON, SPIDER-STRENGTH!

DON'T...

...DO IT!

THEY'VE DONE NOTHING TO YOU!



TRYING.

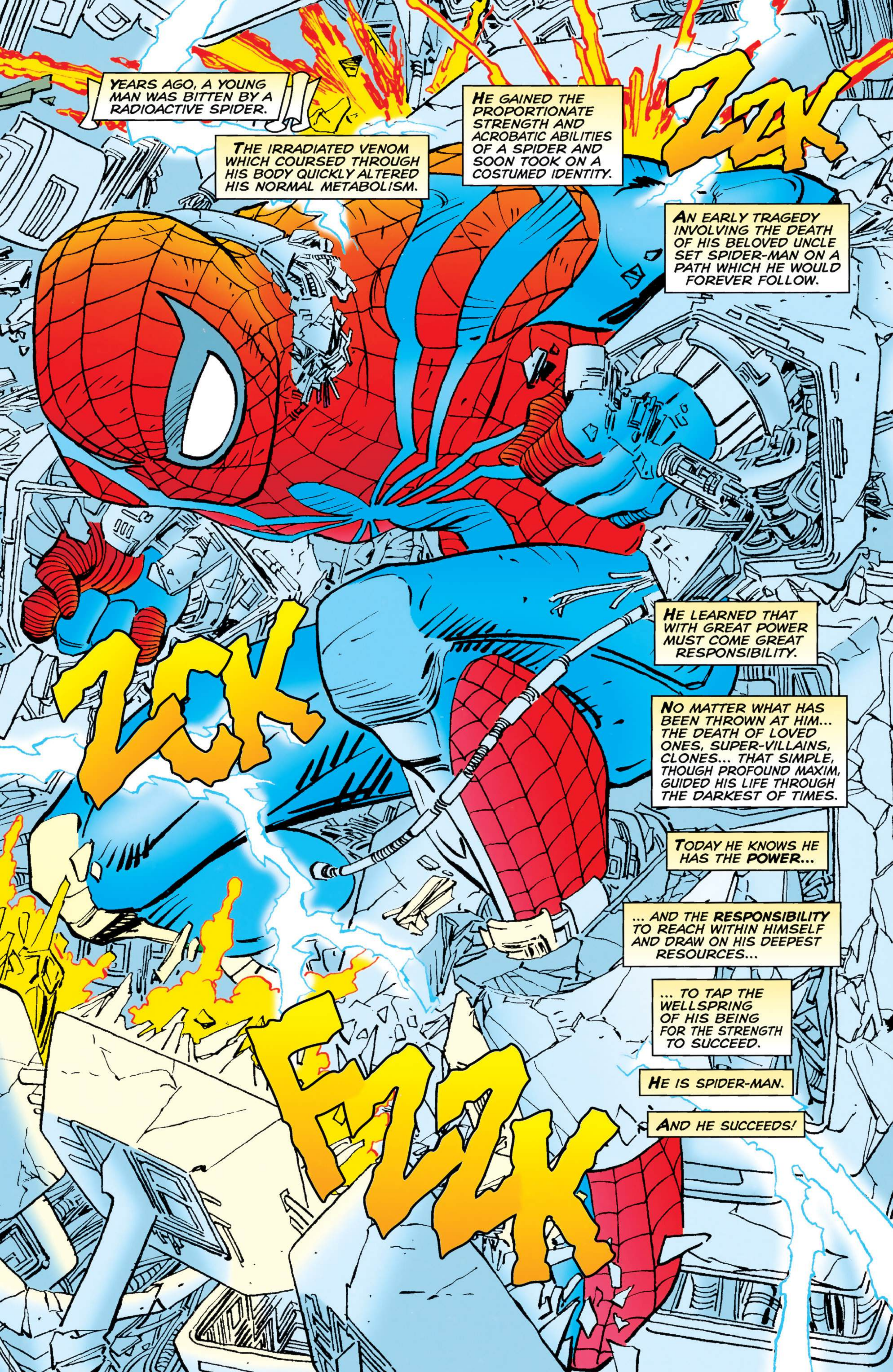
IT COULD BE MARY JANE UNDER ONE OF THOSE BLINDFOLDS...

... OR FLASH...

... OR BETTY...

... OR ANY OF MY FRIENDS!

CAN'T GIVE UP! NEVER GIVE UP!

A full-page comic book illustration of Spider-Man in his red and blue suit, crouching amidst a city in ruins. Large, stylized yellow sound effects 'ZAK' and 'BOOM' are scattered throughout the scene. Spider-Man is positioned in the center, looking towards the viewer. The background shows a city with many buildings, some of which are crumbling or on fire. The overall tone is one of intense action and heroism.

YEARS AGO, A YOUNG
MAN WAS BITTEN BY A
RADIOACTIVE SPIDER.

THE IRRADIATED VENOM
WHICH COURSED THROUGH
HIS BODY QUICKLY ALTERED
HIS NORMAL METABOLISM.

HE GAINED THE
PROPORTIONATE
STRENGTH AND
ACROBATIC ABILITIES
OF A SPIDER AND
SOON TOOK ON A
COSTUMED IDENTITY.

AN EARLY TRAGEDY
INVOLVING THE DEATH
OF HIS BELOVED UNCLE
SET SPIDER-MAN ON A
PATH WHICH HE WOULD
FOREVER FOLLOW.

HE LEARNED THAT
WITH GREAT POWER
MUST COME GREAT
RESPONSIBILITY.

NO MATTER WHAT HAS
BEEN THROWN AT HIM...
THE DEATH OF LOVED
ONES, SUPER-VILLAINS,
CLONES... THAT SIMPLE,
THOUGH PROFOUND MAXIM,
GUIDED HIS LIFE THROUGH
THE DARKEST OF TIMES.

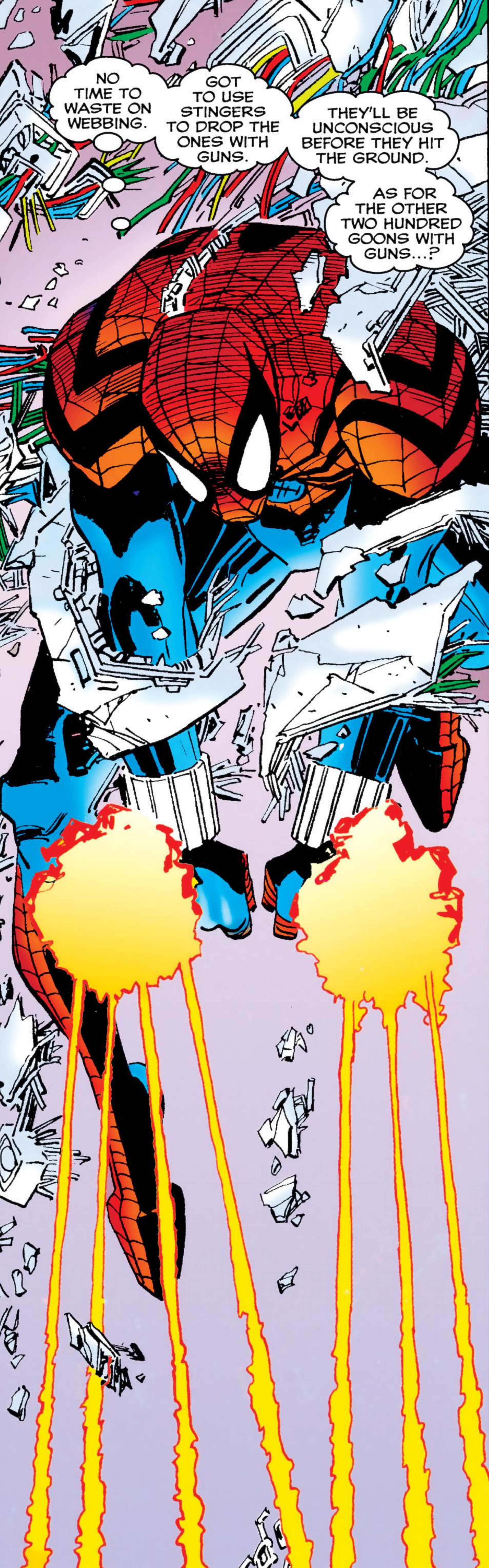
TODAY HE KNOWS HE
HAS THE POWER...

... AND THE RESPONSIBILITY
TO REACH WITHIN HIMSELF
AND DRAW ON HIS DEEPEST
RESOURCES...

... TO TAP THE
WELLSPRING
OF HIS BEING
FOR THE STRENGTH
TO SUCCEED.

HE IS SPIDER-MAN.

AND HE SUCCEEDS!

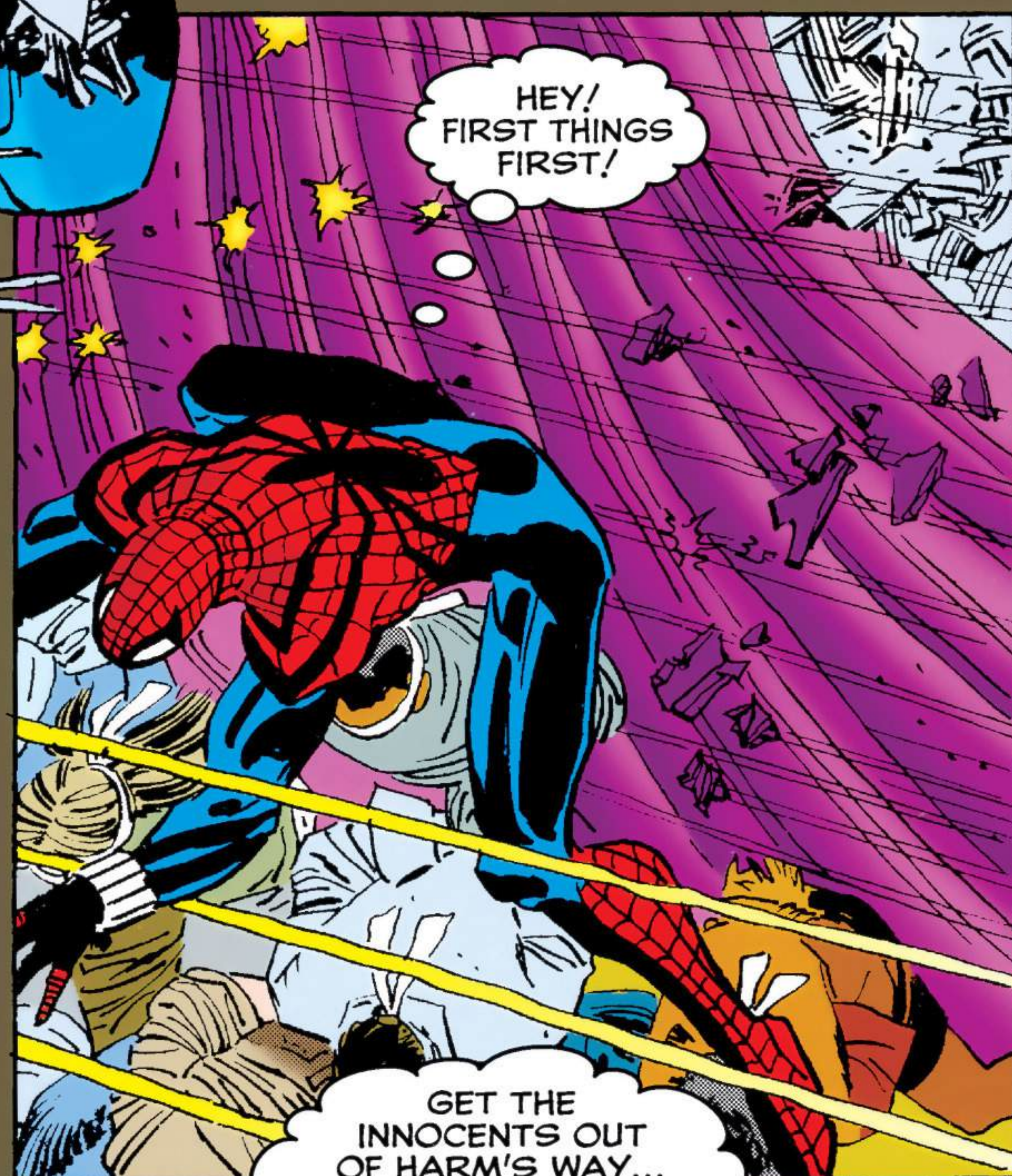


NO
TIME TO
WASTE ON
WEBBING.

GOT
TO USE
STINGERS
TO DROP THE
ONES WITH
GUNS.

THEY'LL BE
UNCONSCIOUS
BEFORE THEY HIT
THE GROUND.

AS FOR
THE OTHER
TWO HUNDRED
GOONS WITH
GUNS...?





EXCUSE ME, GENTLEMEN! I WAS WONDERING IF YOU COULD DIRECT ME TO MY OLD PAL, SPIDER-MAN?

WHOOPS! THERE HE IS NOW.

GO BACK ABOUT YOUR BUSINESS. HOPE I DIDN'T INTERRUPT ANYTHING!



EXCUSE ME, WEBHEAD, BUT I DID TRAVEL ALL THE WAY FROM MANHATTAN TO SAVE YOUR TAIL.

THE LEAST YOU COULD DO IS MAYBE LIMP A LITTLE.

TRUST ME, HORNHEAD, THERE'S GOING TO BE PLENTY O'TIME FOR YOU TO PLAY THE HERO.

I'M STILL FEELING A BIT LIGHTEADED AND...



... THE CROWD SEEMS TO HAVE GOTTEN A WEE BIT EXCITED BY THE RECENT TURN OF EVENTS.



IF YOU WOULD BE SO KIND AS TO TAKE UP THE REAR AND MAKE SURE WE DON'T LEAVE BEHIND ANY STRAGGLERS...

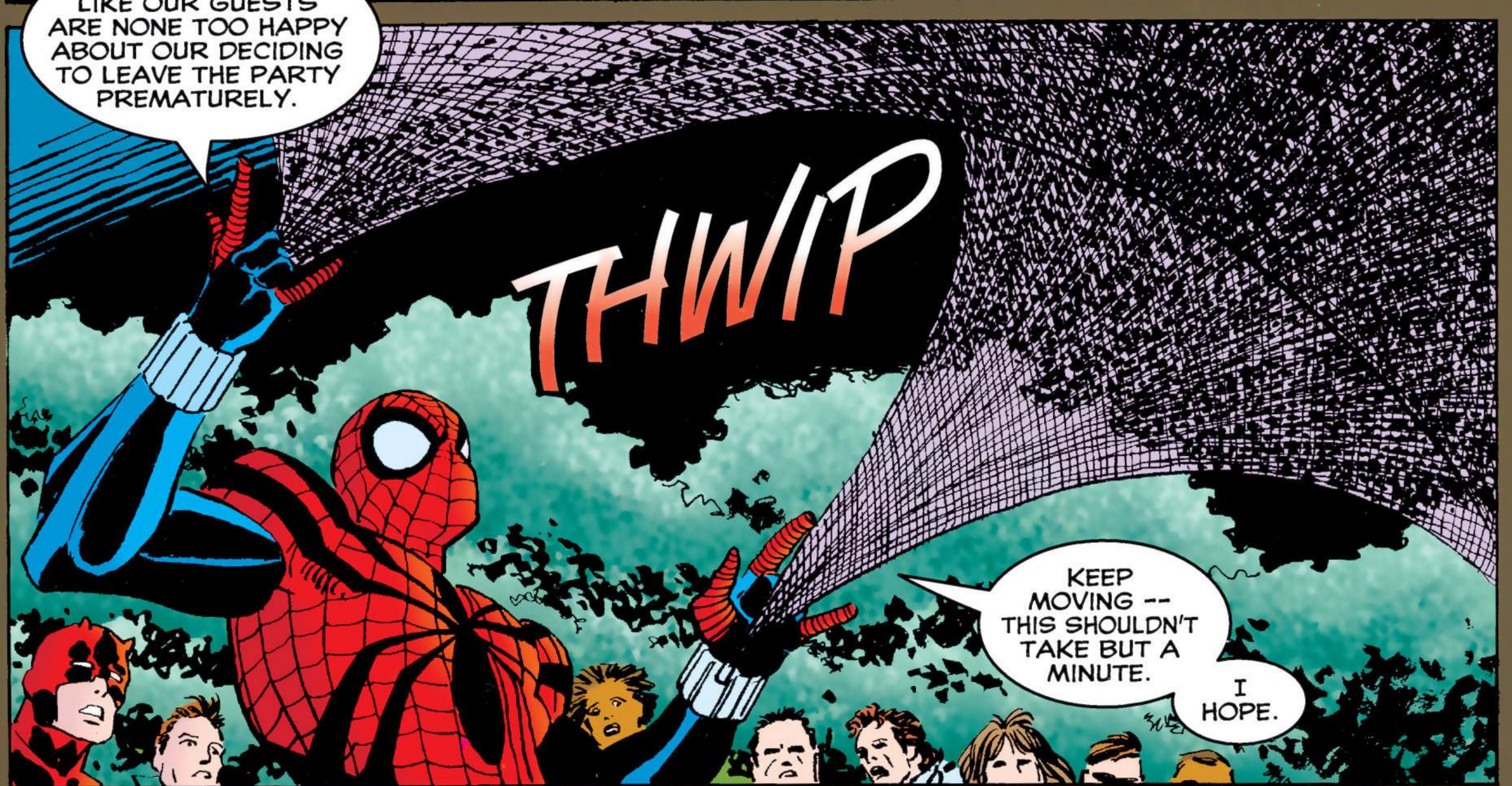
Er... SPIDEY... COMING UP BEHIND US... FAST.

YEAH... I'VE GOT IT.



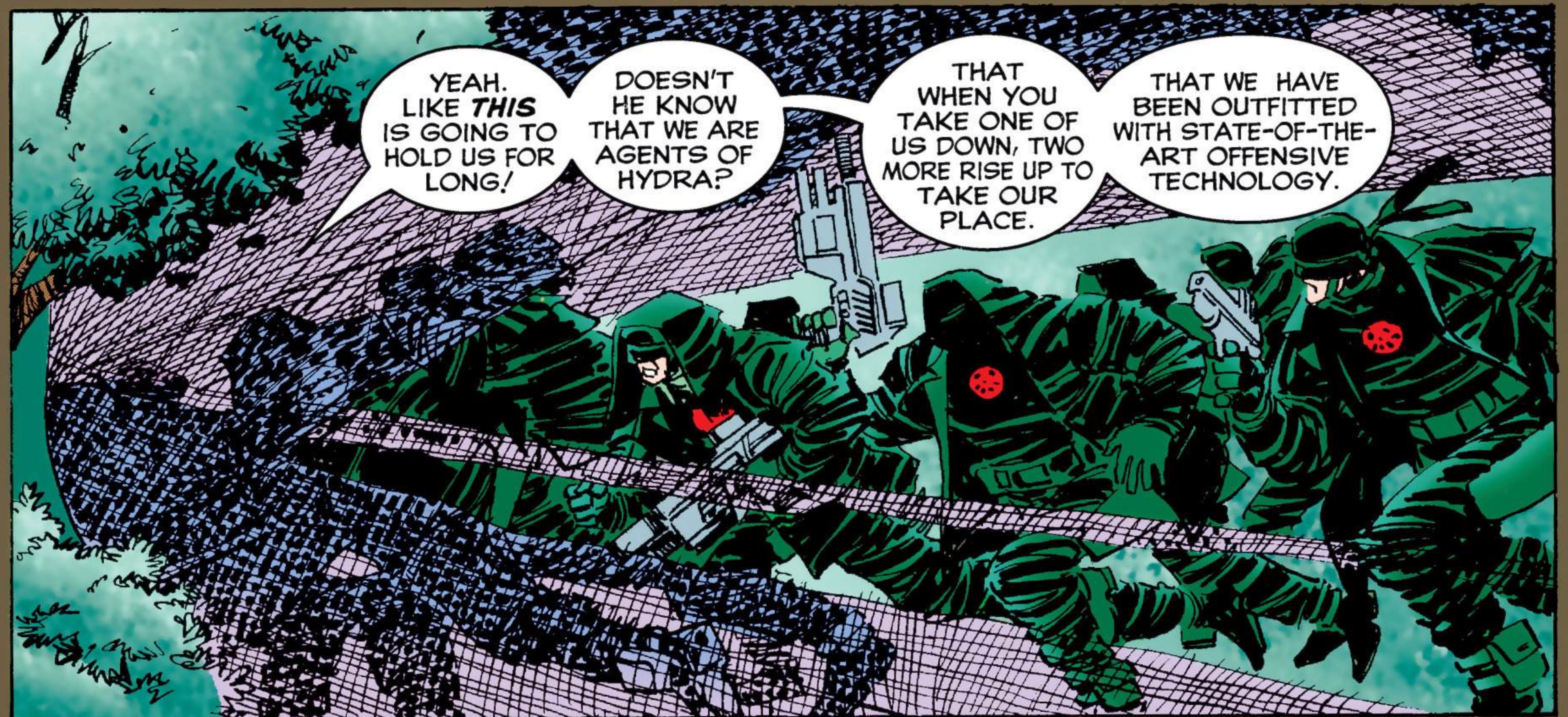
FOLKS, IF YOU COULD STAND BACK?

IT SEEMS LIKE OUR GUESTS ARE NONE TOO HAPPY ABOUT OUR DECIDING TO LEAVE THE PARTY PREMATURELY.



KEEP MOVING -- THIS SHOULDN'T TAKE BUT A MINUTE.

I HOPE.



YEAH. LIKE *THIS* IS GOING TO HOLD US FOR LONG!

DOESN'T HE KNOW THAT WE ARE AGENTS OF HYDRA?

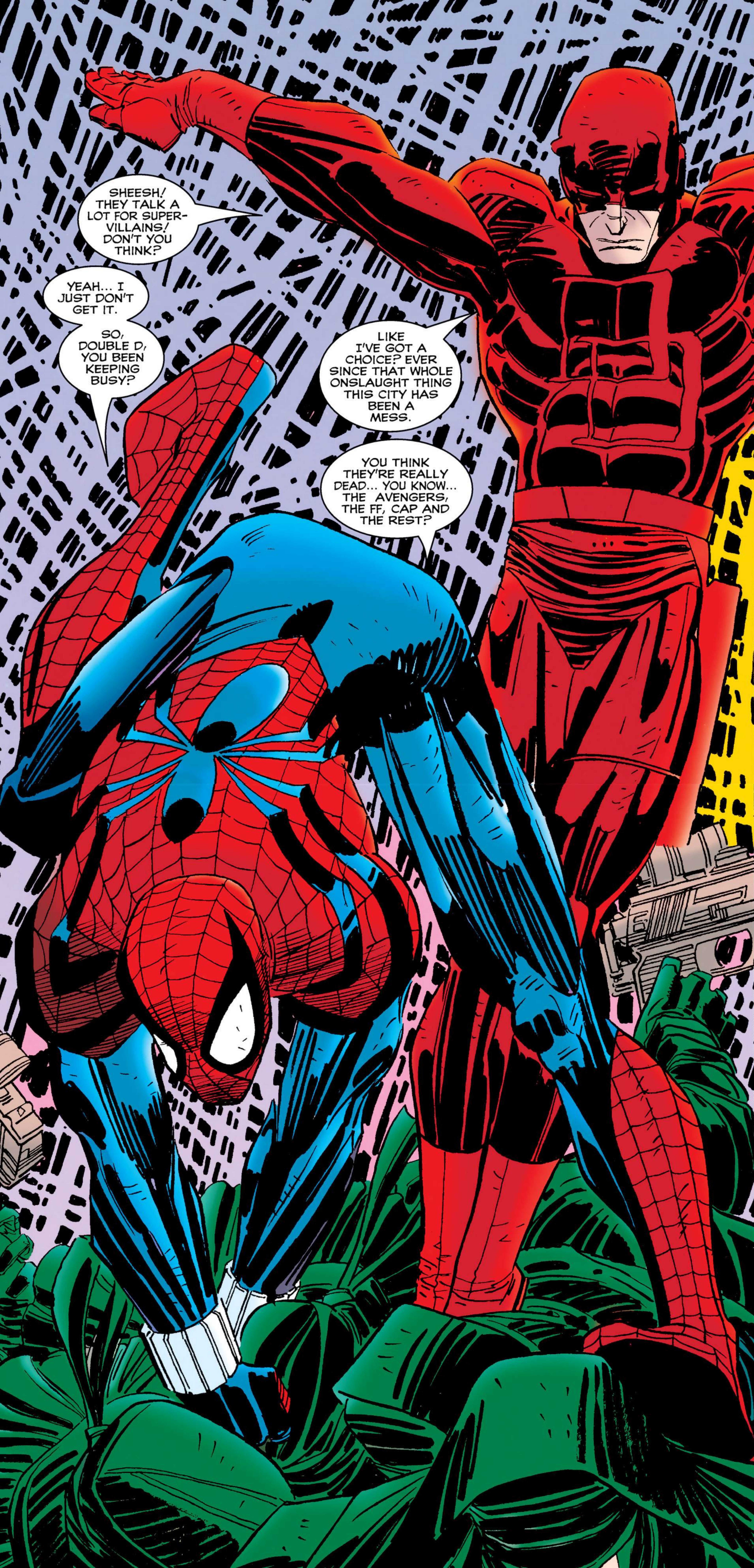
THAT WHEN YOU TAKE ONE OF US DOWN, TWO MORE RISE UP TO TAKE OUR PLACE.

THAT WE HAVE BEEN OUTFITTED WITH STATE-OF-THE-ART OFFENSIVE TECHNOLOGY.



HAIL HYDRA!

Er... Uh... GUYS?



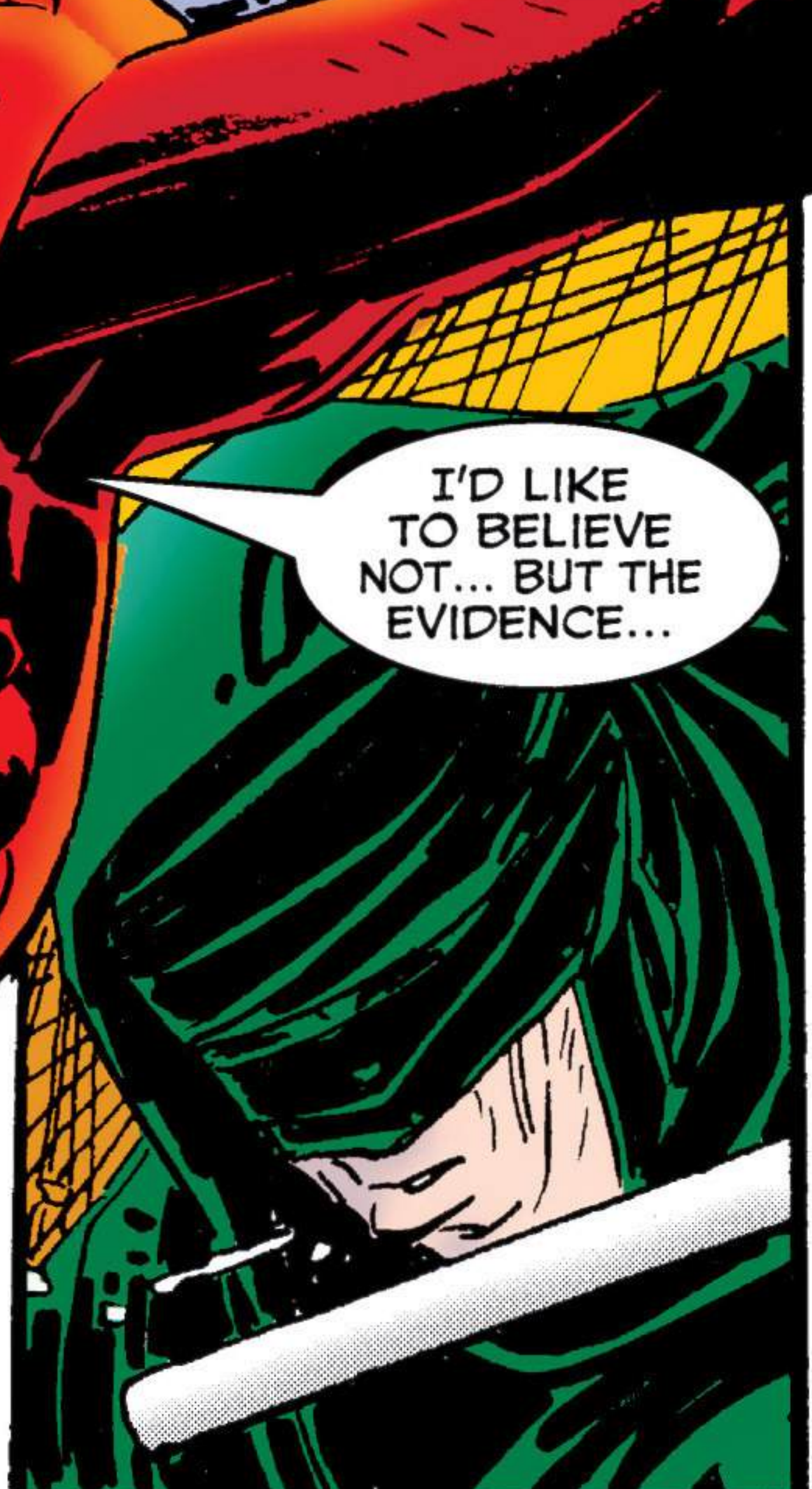
SHEESH!
THEY TALK A
LOT FOR SUPER-
VILLAINS/
DON'T YOU
THINK?

YEAH... I
JUST DON'T
GET IT.

SO,
DOUBLE D,
YOU BEEN
KEEPING
BUSY?

LIKE
I'VE GOT A
CHOICE? EVER
SINCE THAT WHOLE
ONSLAUGHT THING
THIS CITY HAS
BEEN A
MESS.

YOU THINK
THEY'RE REALLY
DEAD... YOU KNOW...
THE AVENGERS,
THE FF, CAP AND
THE REST?



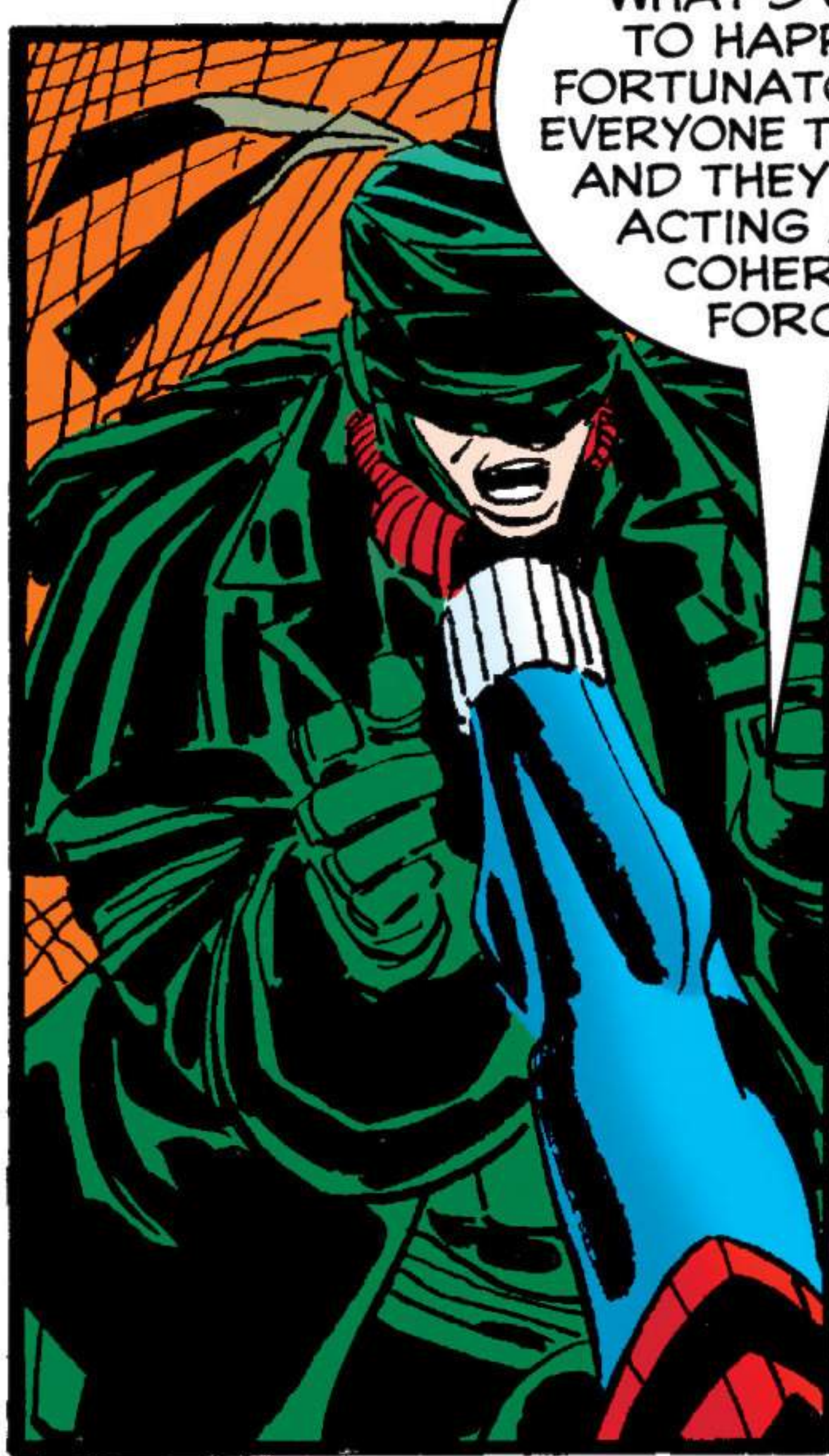
I'D LIKE
TO BELIEVE
NOT... BUT THE
EVIDENCE...



... BUT, MORE
IMPORTANTLY, DO
YOU THINK YOU AND I
CAN HANDLE THINGS
IN TOWN UNTIL THEY
COME BACK?



YEAH,
BUT THIS IS
JUST THE BEGINNING,
AND THESE FOLKS WERE
KIND ENOUGH TO
GATHER TOGETHER
IN ONE PLACE.



I'M JUST
WONDERING
WHAT'S GOING
TO HAPPEN IF
FORTUNATO PULLS
EVERYONE TOGETHER
AND THEY START
ACTING AS A
COHERENT
FORCE.



WE
SEEM TO
HAVE THINGS
PRETTY UNDER
CONTROL SO
FAR.



ALL
WE CAN
DO IS WHAT
WE DO
BEST.

AND DO
IT MORE
OFTEN.



THAT
TAKES CARE
OF *THAT*
WAVE!

WHAT
DO YOU SAY
WE TAKE WHATEVER
VICTORIES WE CAN
GET TODAY AND GO
BACK TO HELPING
THE HOSTAGES
ESCAPE?

LOOKS
LIKE THEY'RE
HAVING TROUBLE
WITH THE
GATE.



A PLACE
LIKE THIS *LOCKS*
ITS FRONT
DOOR?

WHAT ARE
THEY AFRAID
SOMEONE'S GOING
TO BREAK IN AND
STEAL THEIR
HAIR GEL?



YEAH... GO
FIGURE!

LOOKS
LIKE WE'RE
GOING TO HAVE
TO TAKE A
STAND HERE,
DAREDEVIL.



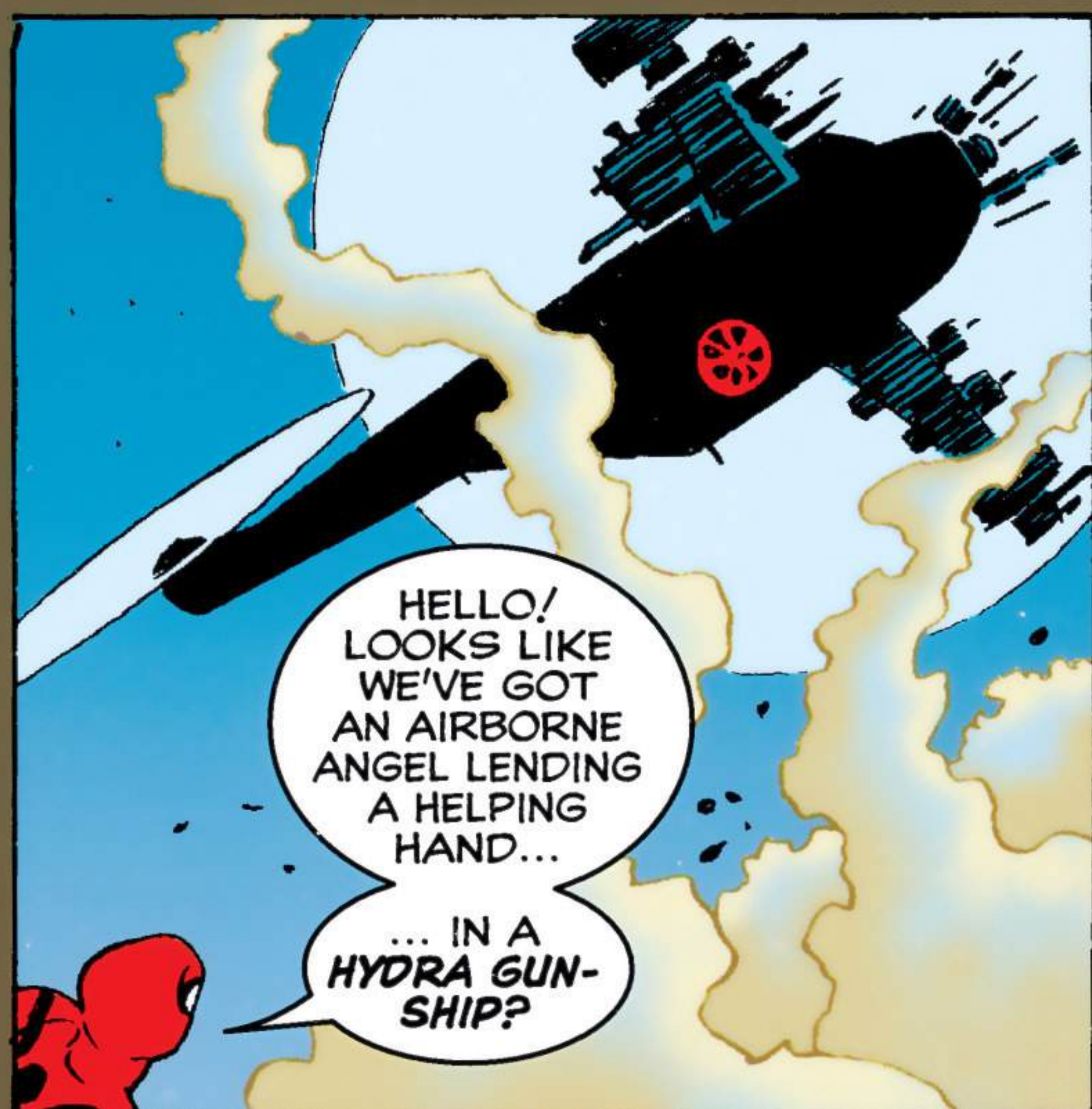
HATE TO SAY
IT, BUT...

... I THINK THERE ARE
JUST TOO DARN
MANY OF THEM.

LOOKS
LIKE WE MAY
BE FACING
OUR OWN MINI-
ONSLAUGHT
HERE.

YOU
AND I MAY
GO DOWN AS
THE LAST OF
THE HEROES.





HELLO!
LOOKS LIKE
WE'VE GOT
AN AIRBORNE
ANGEL LENDING
A HELPING
HAND...

... IN A
HYDRA GUN-
SHIP?



JIMMY-6?

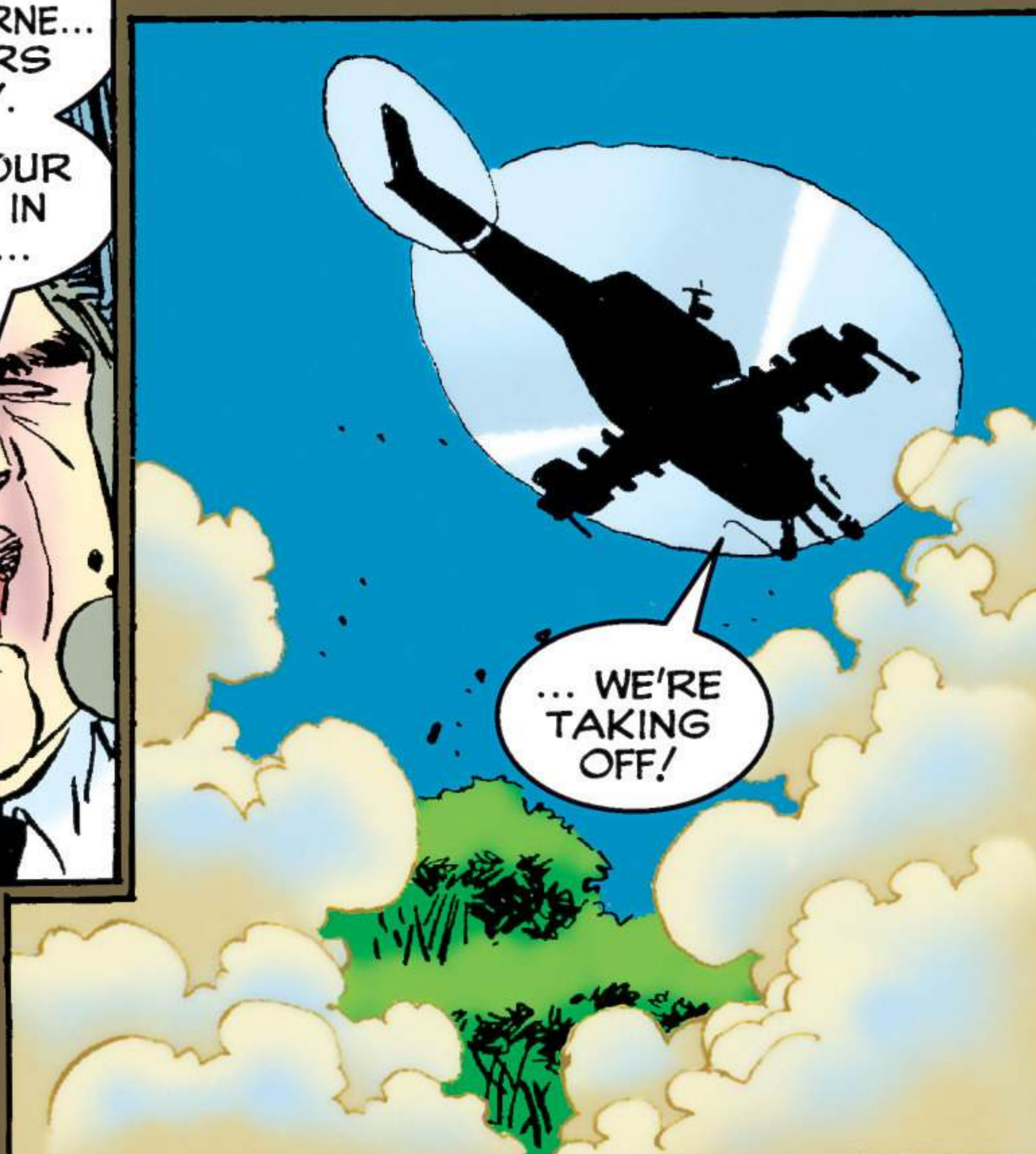
WHAT?
YOU DIDN'T
THINK I COULD
FLY ONE OF
THESE HERE
BIRDS?

NO...
IT'S JUST
THAT --



ARMY AIRBORNE...
TWO TOURS
OF DUTY.

GET YOUR
TAILS IN
HERE...



... WE'RE
TAKING
OFF!



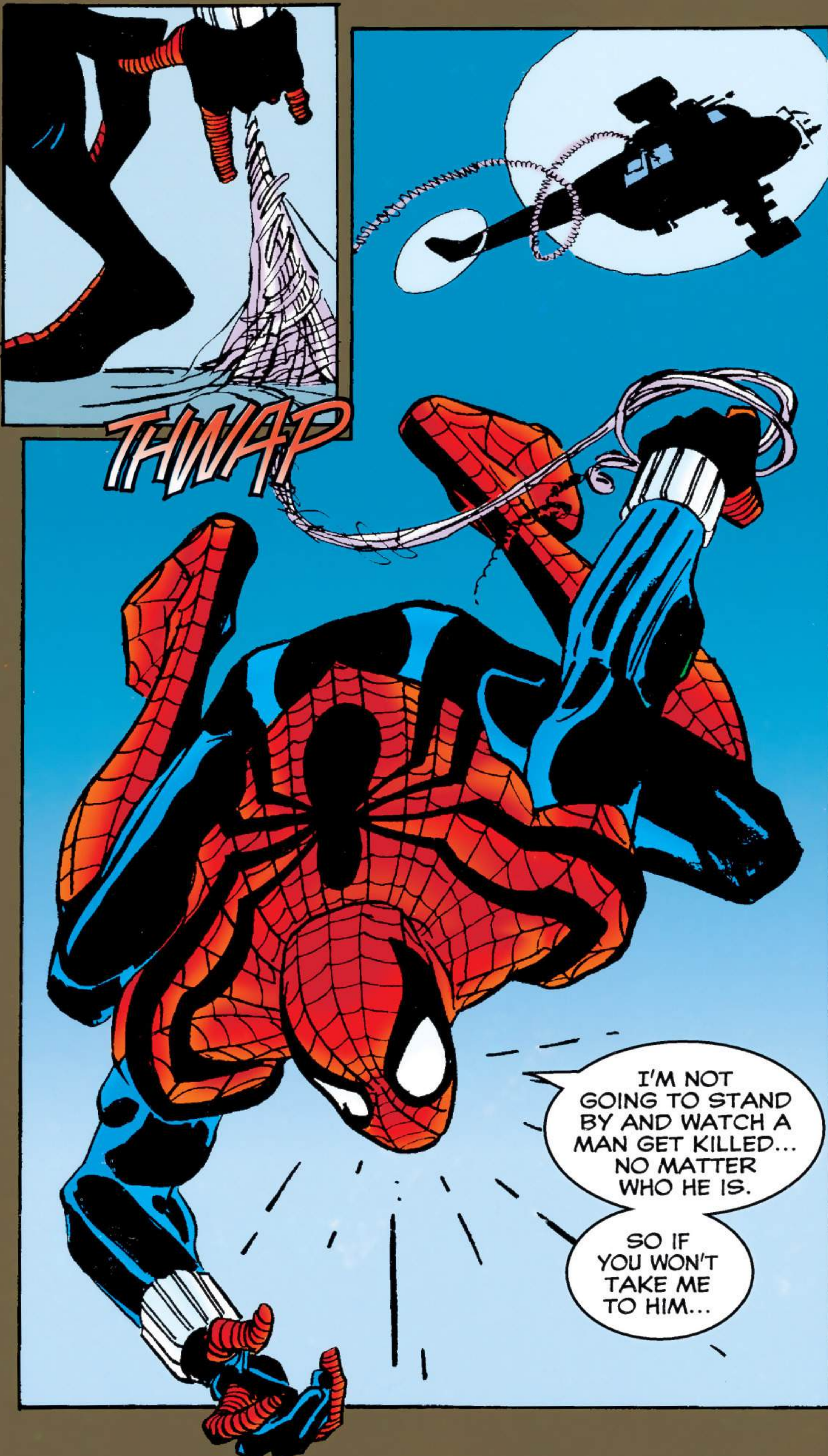
I KNOW
THIS HAS GOT
TO BE TOUGH...
BETRAYING YOUR
FATHER AND
ALL, BUT --

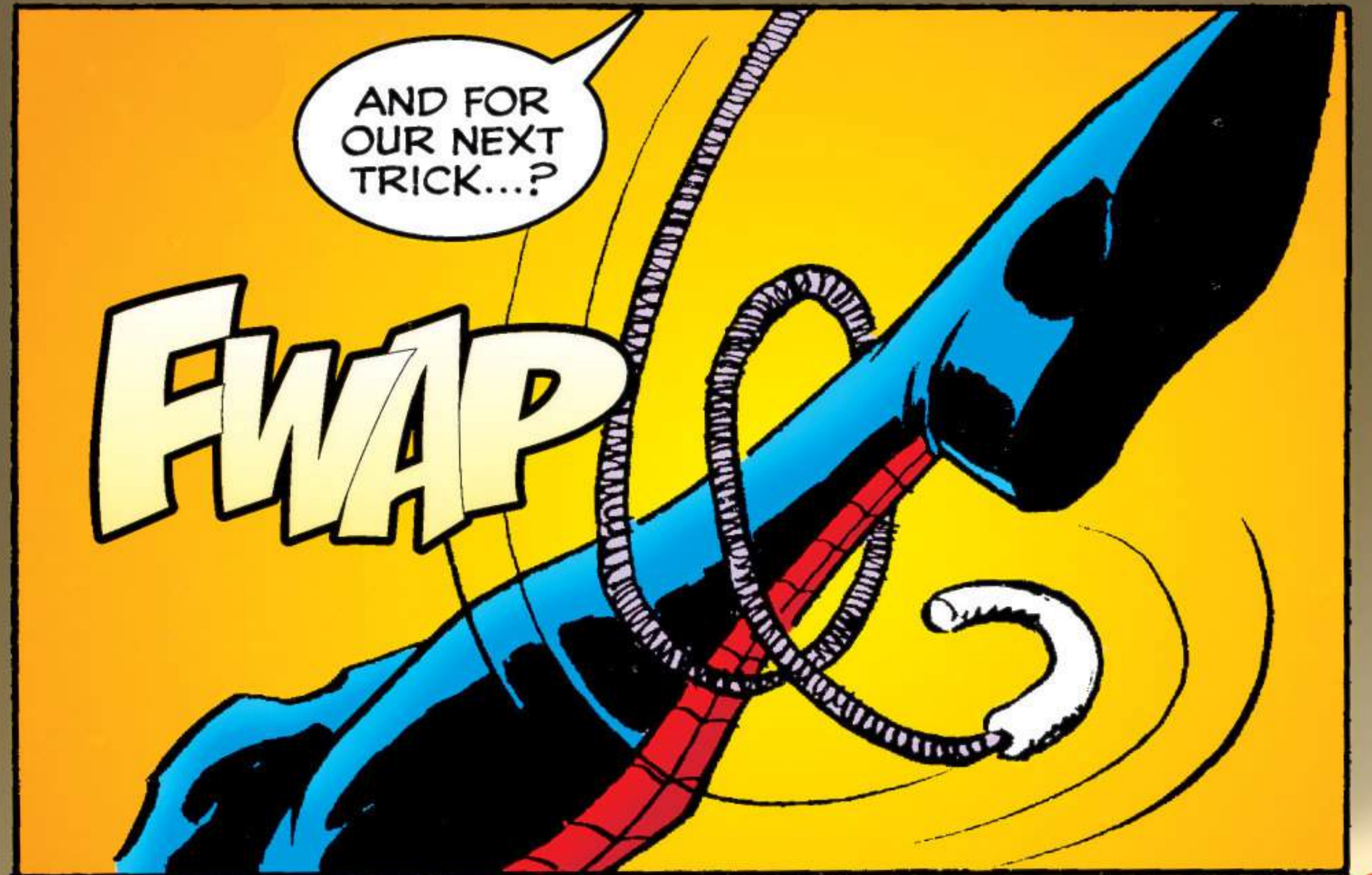
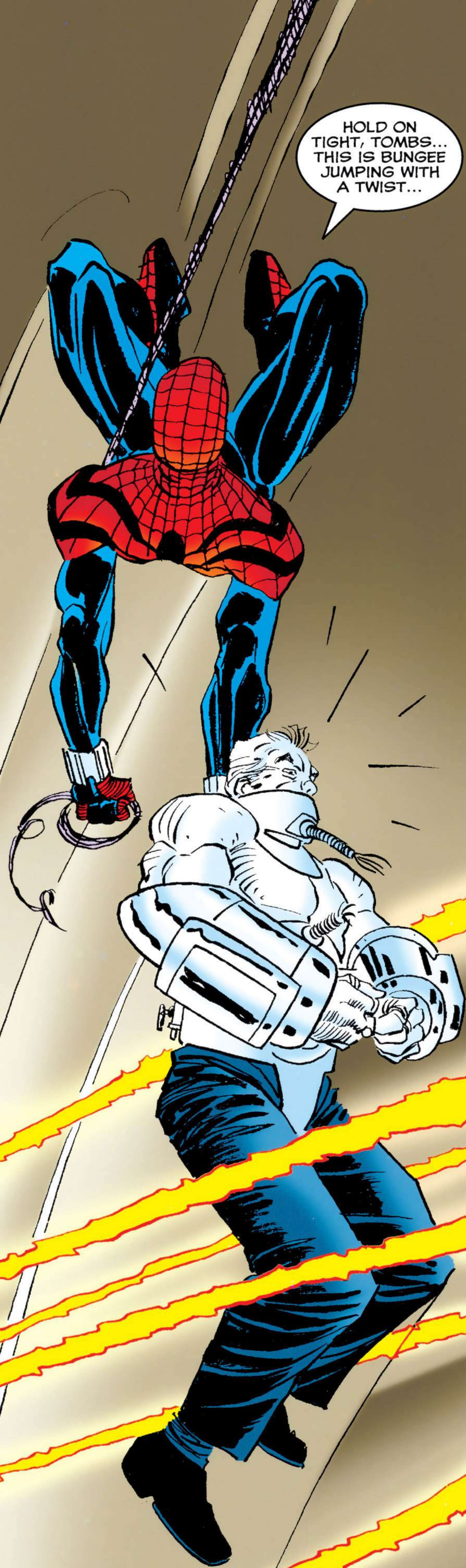


Whoosh



BOOM





MARVEL[®]
COMICS



SPIDER-MAN[™]

NOV. '96 417

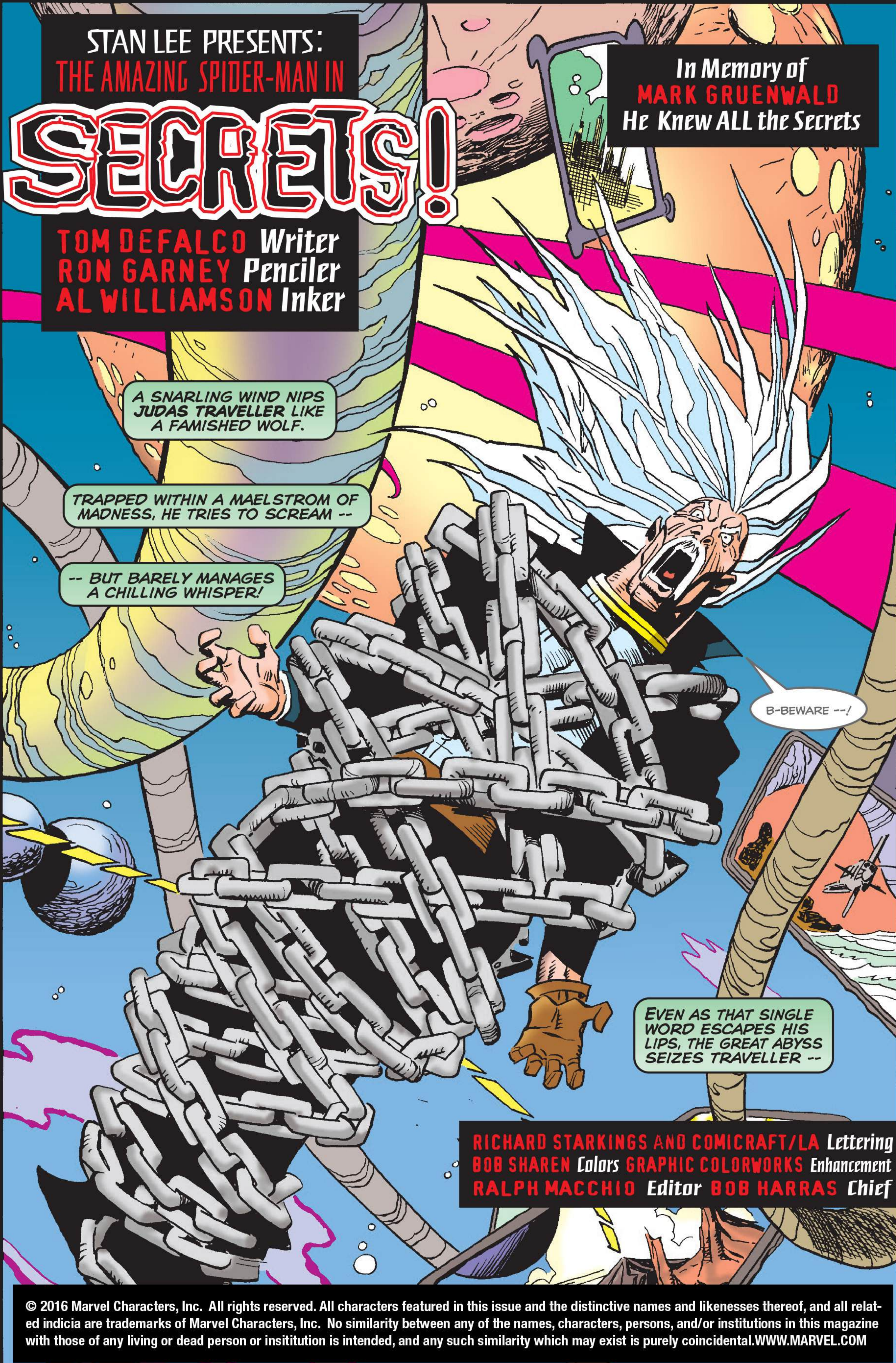
APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING SPIDER-MAN[®]

TRAVELLER[™]
and SCRIER[™]

EVERYTHING
YOU KNOW IS
WRONG!





STAN LEE PRESENTS:
THE AMAZING SPIDER-MAN IN

SECRETS!

TOM DEFALCO Writer
RON GARNEY Penciler
AL WILLIAMSON Inker

In Memory of
MARK GRUENWALD
He Knew ALL the Secrets

A SNARLING WIND NIPS
JUDAS TRAVELLER LIKE
A FAMISHED WOLF.

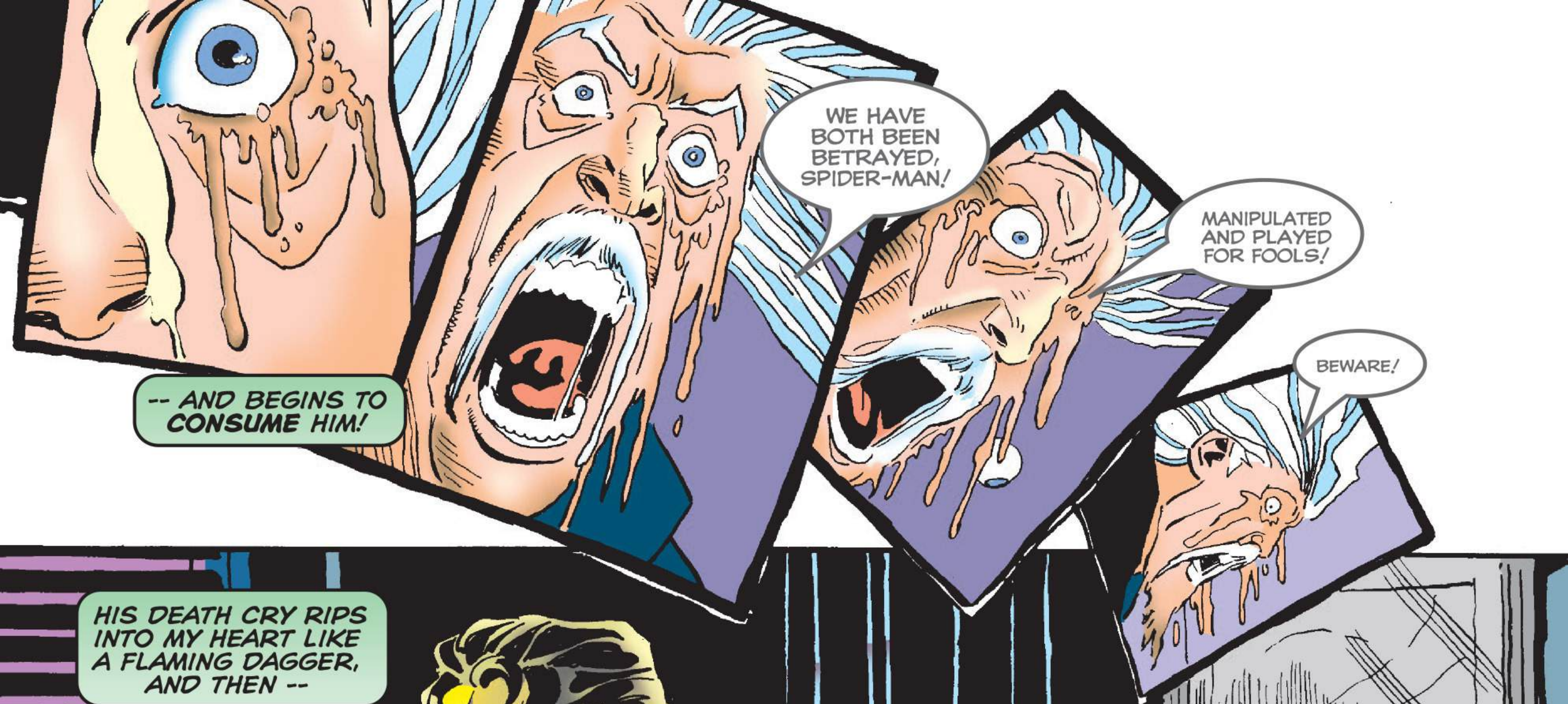
TRAPPED WITHIN A MAELSTROM OF
MADNESS, HE TRIES TO SCREAM --

-- BUT BARELY MANAGES
A CHILLING WHISPER!

B-BEWARE --!

EVEN AS THAT SINGLE
WORD ESCAPES HIS
LIPS, THE GREAT ABYSS
SEIZES TRAVELLER --

RICHARD STARKINGS AND COMICRAFT/LA Lettering
BOB SHAREN Colors **GRAPHIC COLORWORKS** Enhancement
RALPH MACCHIO Editor **BOB HARRAS** Chief



-- AND BEGINS TO CONSUME HIM!

WE HAVE BOTH BEEN BETRAYED, SPIDER-MAN!

MANIPULATED AND PLAYED FOR FOOLS!

BEWARE!



HIS DEATH CRY RIPS INTO MY HEART LIKE A FLAMING DAGGER, AND THEN --

TAKE IT EASY, TIGER. EVERYTHING'S OKAY!

IT WAS ONLY A BAD DREAM.



Uh... S-SORRY IF I WOKE YOU, MARY JANE.

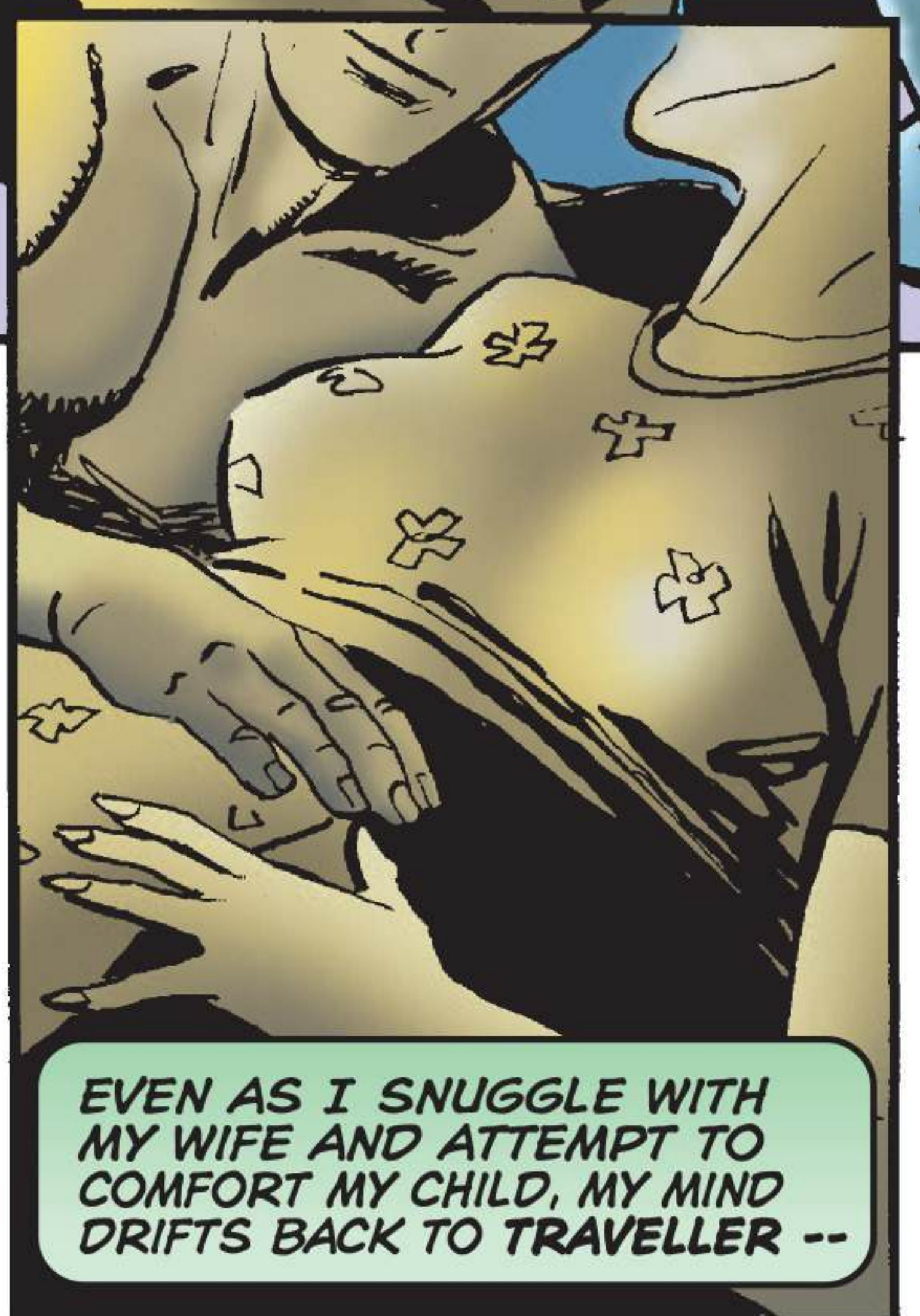
YOU DIDN'T.

LITTLE MAY IS ALSO HAVING A RESTLESS NIGHT.



I THINK OUR DAUGHTER IS ANXIOUS TO BE BORN.

IT'S ABOUT TIME.



EVEN AS I SNUGGLE WITH MY WIFE AND ATTEMPT TO COMFORT MY CHILD, MY MIND DRIFTS BACK TO TRAVELLER --

-- AND THE
WARNING HE
TRIED TO
DELIVER!

SHEET! BWAM

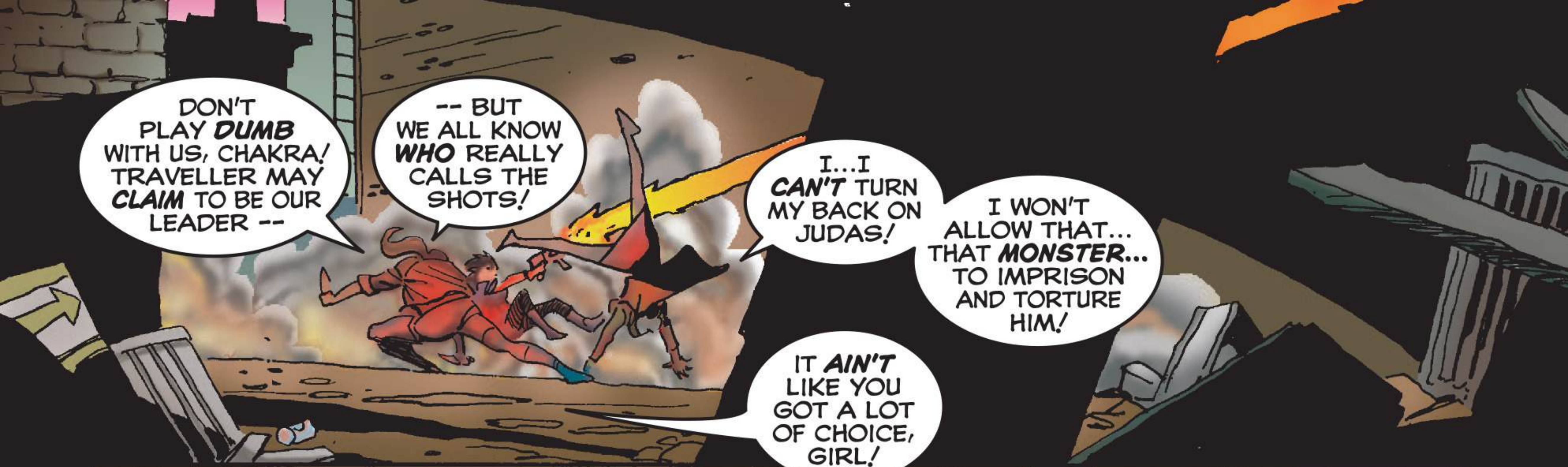
GAME'S
ALREADY OVER,
CHAKRA.

YOU
SHOULD
HAVE KNOWN
BOONE AND I
WOULD TRACK
YOU DOWN.

YOU'RE
GONNA DIE
FOR DARING TO
BETRAY THE
HOST!

IT WAS THE HOST
WHO DID THE
BETRAYING,
MEDEA!

YOU AND
THE OTHERS
TURNED AGAINST
TRAVELLER!



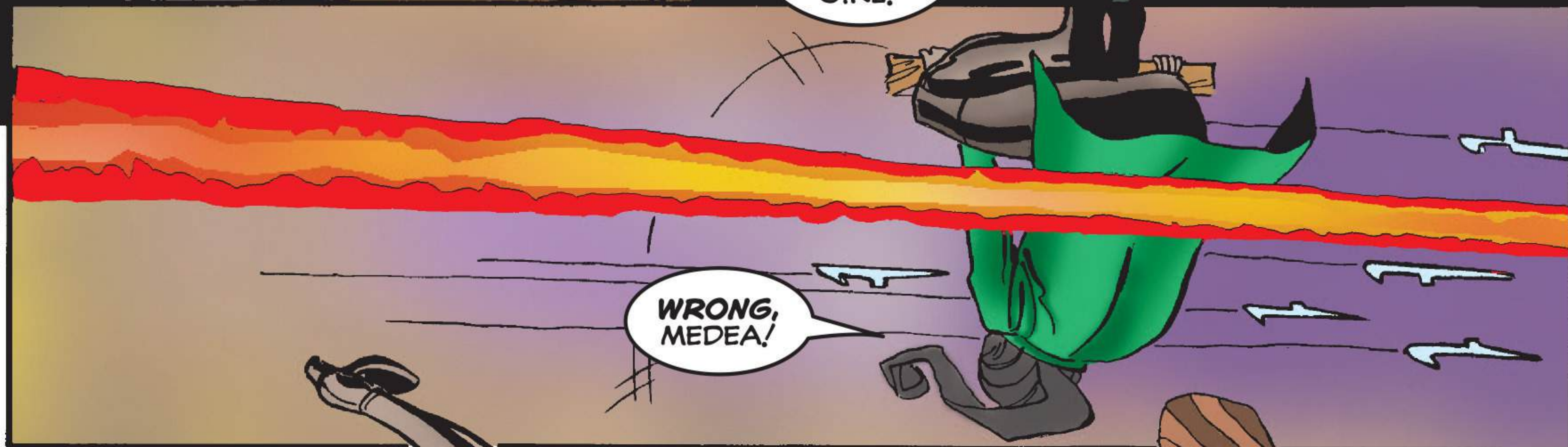
DON'T
PLAY **DUMB**
WITH US, CHAKRA/
TRAVELLER MAY
CLAIM TO BE OUR
LEADER --

-- BUT
WE ALL KNOW
WHO REALLY
CALLS THE
SHOTS!

I...I
CAN'T TURN
MY BACK ON
JUDAS!

I WON'T
ALLOW THAT...
THAT **MONSTER**...
TO IMPRISON
AND TORTURE
HIM!

IT **AIN'T**
LIKE YOU
GOT A LOT
OF CHOICE,
GIRL!



WRONG,
MEDEA!



YOU AND
BOONE MAY
BE THE **WARRIORS**
OF THE TEAM WE
ONCE SHARED, BUT
I AM HARDLY
DEFENSELESS!

AND I
SHALL FIND A
WAY TO **FREE**
TRAVELLER!



**BLAST THAT
WITCH!**

SHE'S
GETTING
AWAY --!

THAT
SHOULDN'T
BE A
PROBLEM...

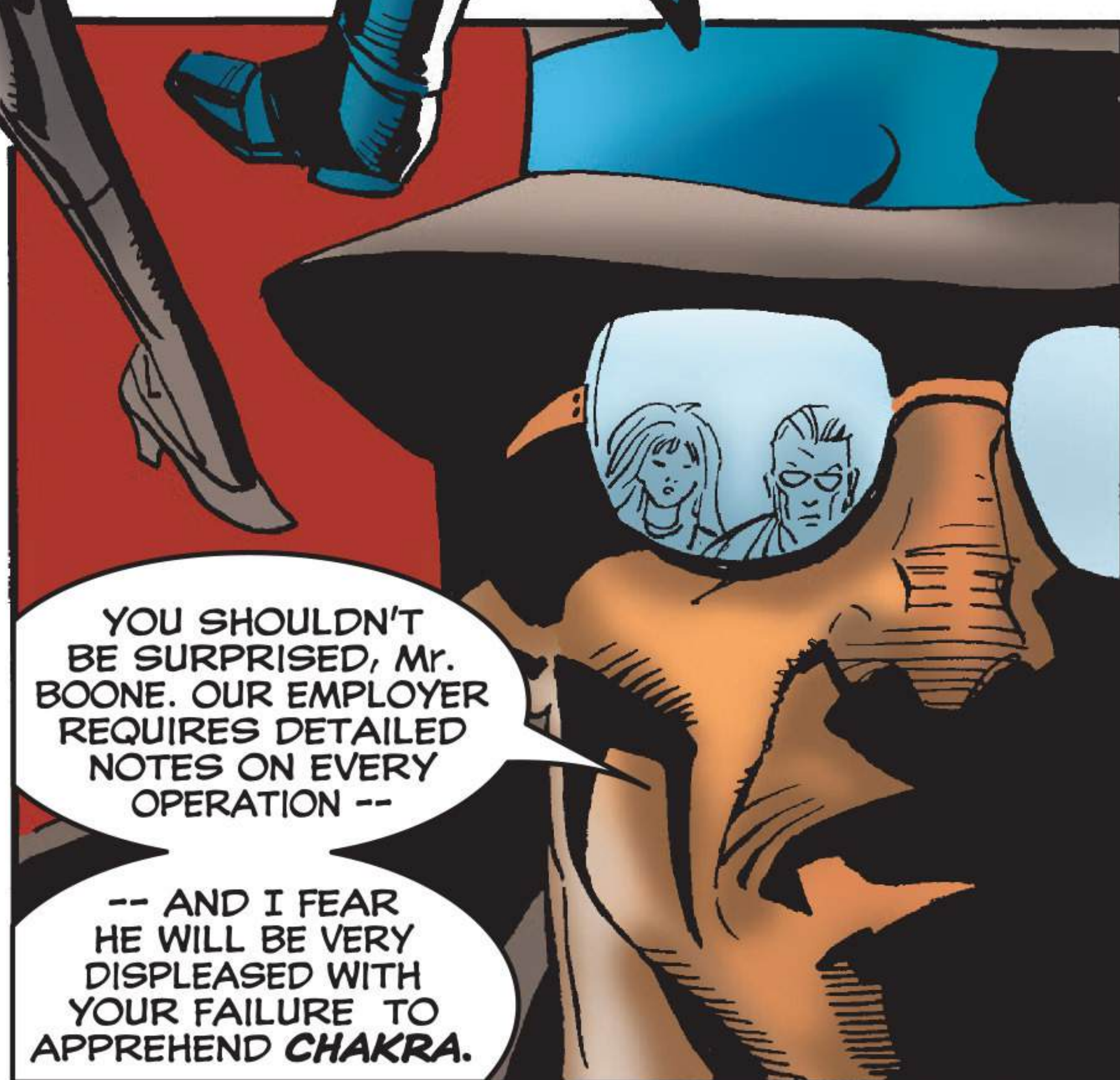
... TO SOMEONE
WHO CLAIMS
HE CAN TRACK
ANYONE...
ANYWHERE.



MEDEA, YOU CAN
KISS MY --

OH!

DIDN'T
NOTICE
YOU IN THE
SHADOWS,
NACHT.



YOU SHOULDN'T
BE SURPRISED, MR.
BOONE. OUR EMPLOYER
REQUIRES DETAILED
NOTES ON EVERY
OPERATION --

-- AND I FEAR
HE WILL BE VERY
DISPLEASED WITH
YOUR FAILURE TO
APPREHEND **CHAKRA**.



TRAVELLER?

YOU WERE DREAMING ABOUT **JUDAS TRAVELLER**?!

I GUESS THAT'S OKAY FOR A MARRIED GUY, PETE.

ME, I TEND TO FAVOR **JENNY MCCARTHY**.

YOU'RE ABOUT AS FUNNY AS A BUSTED WEB-LINE, Mr. REILLY.

THEY CAN'T ALL BE WINNERS, Mr. PARKER.

I HAVEN'T THOUGHT ABOUT TRAVELLER IN MONTHS.

WHAT IS THE NAME OF THAT WEIRD-O BUNCH HE HANGS WITH?

THE **HOST**!

YEAH! THERE WERE **FIVE** OF THEM... INCLUDING **SCRIER**!

I NEVER DID GET A REAL HANDLE ON TRAVELLER'S POWERS.

HE SEEMED TO BE ABLE TO READ MINDS, CHANGE HIS APPEARANCE, TRAVEL THROUGH TIME AND DESTROY CITY BLOCKS WITH A THOUGHT!

IT WAS LIKE HE COULD DO **ANYTHING**!

IF THAT'S TRUE... **WHY** DID HE NEED A TEAM?!

MAYBE HE WAS LONELY.





THIS IS TOTALLY **UNACCEPTABLE!**

OUR MUTUAL EMPLOYER WILL BE **FURIOUS** WHEN HE LEARNS THAT CHAKRA ESCAPED THE HOST.

CALM YOURSELF, GAUNT.

ACCORDING TO MR. NACHT, BOONE AND MEDEA ARE STILL ON THE TRAITOR'S TRAIL.

THEY'D BETTER SUCCEED THIS TIME. WE WORK FOR A MAN WHO DOESN'T EVEN CONSIDER **DEATH** A VIABLE EXCUSE FOR FAILURE!



HE WANTS TRAVELLER AND CHAKRA NEUTRALIZED BEFORE THEY CAN INTERFERE WITH HIS PLANS FOR **SPIDER-MAN**.

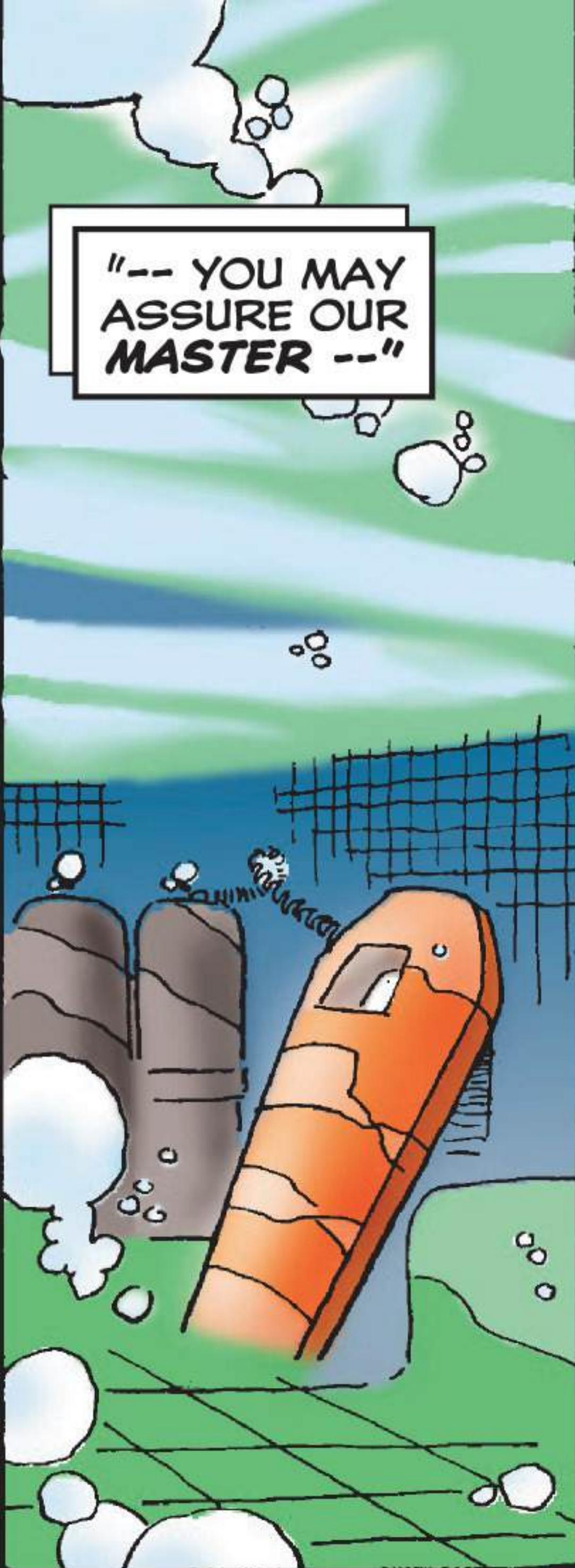


IT SHALL BE AS HE DESIRES, GAUNT. NOW, IF YOU WILL EXCUSE ME, I AM DUE AT A MEETING WITH THE **ROSE**...



ADDITIONAL AID HAS ALREADY BEEN ENLISTED TO PURSUE **CHAKRA**.

AND, AS FOR TRAVELLER --



"-- YOU MAY ASSURE OUR MASTER --"



"-- THAT **JUDAS** IS PRESENTLY IN A POSITION."



"-- WHERE HE CANNOT EVEN SAVE **HIMSELF!**"

I USED TO LOVE MOMENTS LIKE THIS -- SWINGING HIGH ABOVE THE CITY -- PRACTICALLY FLYING!

BUT THAT'S WHEN I WAS THE **SWINGER...** INSTEAD OF THE **SWINGEE.**

FOR FIVE YEARS, I THOUGHT I WAS THE REAL **PETER PARKER...** THE REAL **SPIDER-MAN.**

THEN I LEARNED I WAS ACTUALLY HIS CLONE.



THOUGH I STILL HAVE THE PARKER NAME, **BEN REILLY** IS NOW THE MAN WITH THE WEBS.

SOMETIMES I'M MORE THAN A LITTLE JEALOUS...

... THAT'S WHEN I THINK OF **MARY JANE**, **LITTLE MAY** AND THE FUTURE WE'LL SOON BE BUILDING TOGETHER.

BUT I STILL MISS SWINGING OVER THE CITY!

ASIDE FROM BEING THE SON OF THE BUGLE'S PUBLISHER, JOHN JAMESON IS ALSO THE HEAD OF SECURITY AT RAVENCROFT, AN INSTITUTION DEVOTED TO THE CRIMINALLY INSANE.

THANKS FOR COMING!

IS THERE A PROBLEM WITH ONE OF THE INMATES?

PLEASE DON'T TELL US **CARNAGE** PULLED ANOTHER DISAPPEARING ACT.

BITE YOUR TONGUE!

YOU HAVE A **VISITOR**, SPIDER-MAN.

SOMEONE WHO ONCE RAN INTO YOU HERE AND HOPED SHE COULD REACH YOU.

SHE CALLS HERSELF **CHAKRA**!

THOUGH WE HAVE OPPOSED EACH OTHER IN THE PAST, I AM HERE ON THE BEHALF OF THE **TRAVELLER**...

HE IS IN GREAT **DANGER**!

WE TALKING ABOUT THE GUY WHO FLATTENS ARMIES WITH A GLANCE?

ANYBODY TOUGH ENOUGH TO SWEAT **HIM** IS WAY OUT OF MY LEAGUE.

THE POWER WHICH **JUDAS** WIELDS IS NOT ALL IT SEEMS.

DON'T WORRY, LADY. WE'LL HELP YOU.

WE --?!

I... Uh... GUESS I COULDN'T CONVINCE YOU TO INCLUDE A... PHOTOGRAPHER... ON THIS GIG.

NOT ONE WHO'S ABOUT TO BE A **FATHER**!

CAN'T BLAME ME FOR TRYING!

HE DITCHED ME!

BEN

DITCHED

ME!

OKAY, MAYBE HE'D PROMISE
MARY JANE TO KEEP ME OUT
OF THE SPIDER-BIZ...

... MAYBE MY POWERS ARE STILL
CUTTING IN AND OUT...

... MAYBE I SHOULD BE
FOCUSING ON MY NEW
PARENTAL RESPONSIBILITIES...

BUT HE STILL SHOULDN'T
HAVE DITCHED ME!

BET THE BOZO DOESN'T
EVEN REALIZE I PLANTED A
SPIDER-TRACER ON HIS BACK.

PETER! LOOK WHO
ARRIVED WHILE
YOU WERE
GONE!

I DIDN'T
KNOW **SHARON
STONE** WAS
IN TOWN!

ENOUGH OF
YOUR NONSENSE,
YOUNG MAN. GIVE
ME A HUG!

IT'S
GOOD TO
SEE YOU, **ANNA**.
YOU LOOK
TERRIFIC.

FOR
AN OLD
BROAD!

I HOPE YOU TWO DON'T
THINK I'M BUTTING
IN. I FIGURED YOU
COULD USE A HAND
WITH THE NEW
BABY --

I DIDN'T
SAY **THAT**!

YOU
WOULDN'T BE
STANDING... IF
YOU DID.

-- AND FAMILY
SHOULD NEVER HAVE
TO **ASK** FOR HELP.

TRUE!

EVEN IF THEY DO
DITCH YOU ON
OCCASION.

YOU
SURE YOU
GOT THE RIGHT
ADDRESS?

THIS
PLACE LOOKS
LIKE IT'S BEEN
CLOSED FOR
MONTHS.

**TRUST
ME!** I AM
CERTAIN THAT
JUDAS IS
NEAR.

I STILL
CAN'T BELIEVE
I'LL BE MUCH HELP.
I'VE SEEN TRAVELLER
EXHIBIT POWER ON
A NEAR COSMIC
LEVEL.

IT WAS
AN **ILLUSION!**
WHILE JUDAS
DOES POSSESS
LIMITED **PSIONIC**
POWERS --

-- HIS
PRIMARY
TALENT IS
THE ABILITY TO
ALTER PEOPLE'S
PERCEPTIONS
OF REALITY.

GETTT
OOOUT!

YOU MEAN
EVERYTHING
WAS **FAKE** --?

NOT
EVERYTHING!
MANY OF THE
MANIFESTATIONS
YOU WITNESSED...

...WERE THE
RESULT OF
TECHNOLOGY
SUPPLIED BY
SCRIER.

JUDAS IS A WORLD-
RENOWNED CRIMINAL
PSYCHOLOGIST, BUT
HIS OBSESSION WITH
THE **NATURE OF EVIL**
EVENTUALLY BROUGHT
ON A **NERVOUS**
COLLAPSE --

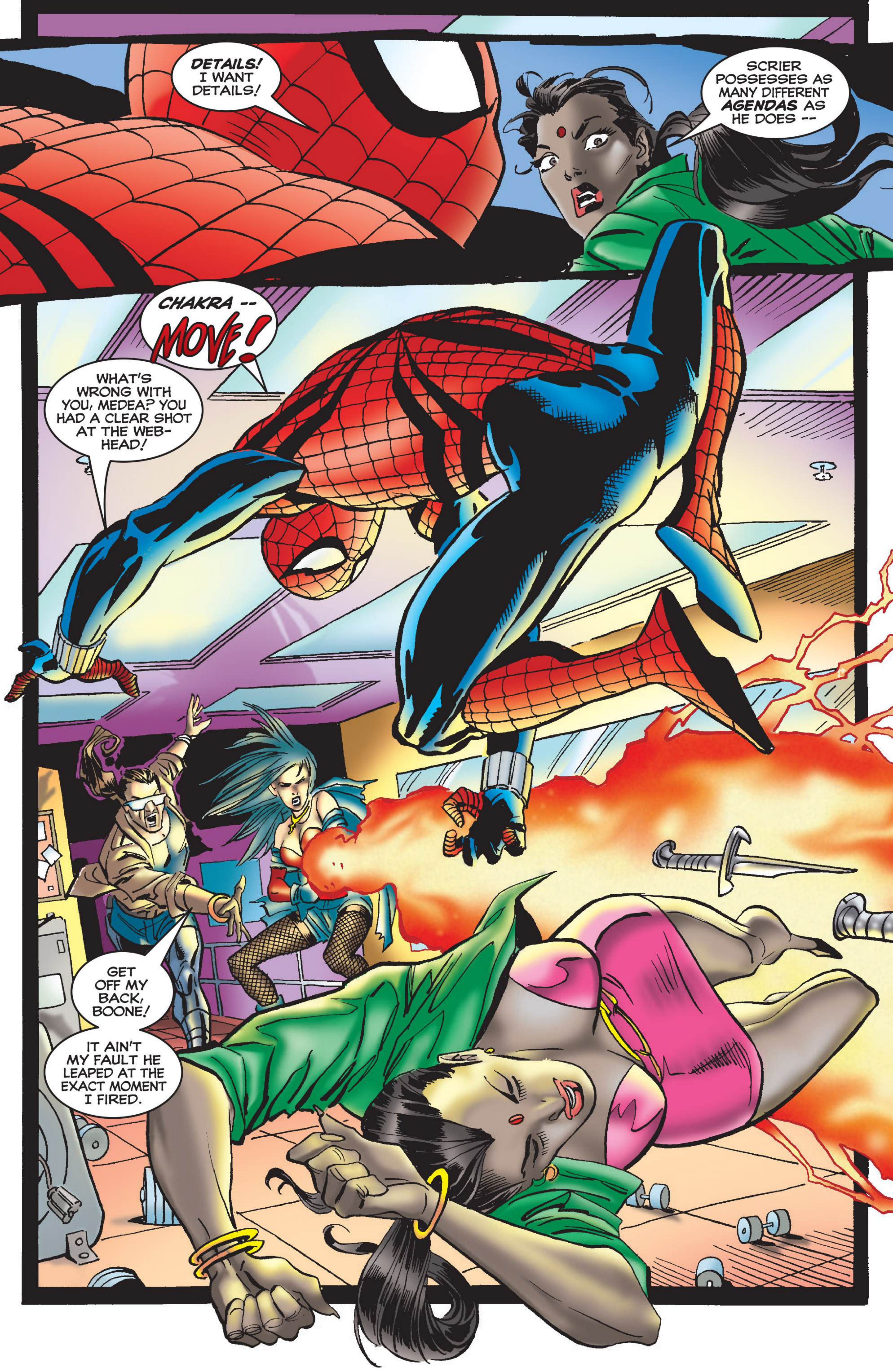
I'VE OFTEN
WONDERED
HOW THAT
JOKER FITS IN.

LET ME
GUESS...
SCRIER WAS
A **PATIENT**.

-- AND THE
INITIAL INDICATIONS
OF HIS LATENT
MUTANT SKILLS.

NOT
QUITE.

UNLIKE
TRAVELLER,
SCRIER IS FAR
MORE THAN HE
APPEARS!



DETAILS!
I WANT
DETAILS!

SCRIER
POSSESSES AS
MANY DIFFERENT
AGENDAS AS
HE DOES --

CHAKRA --
MOVE!

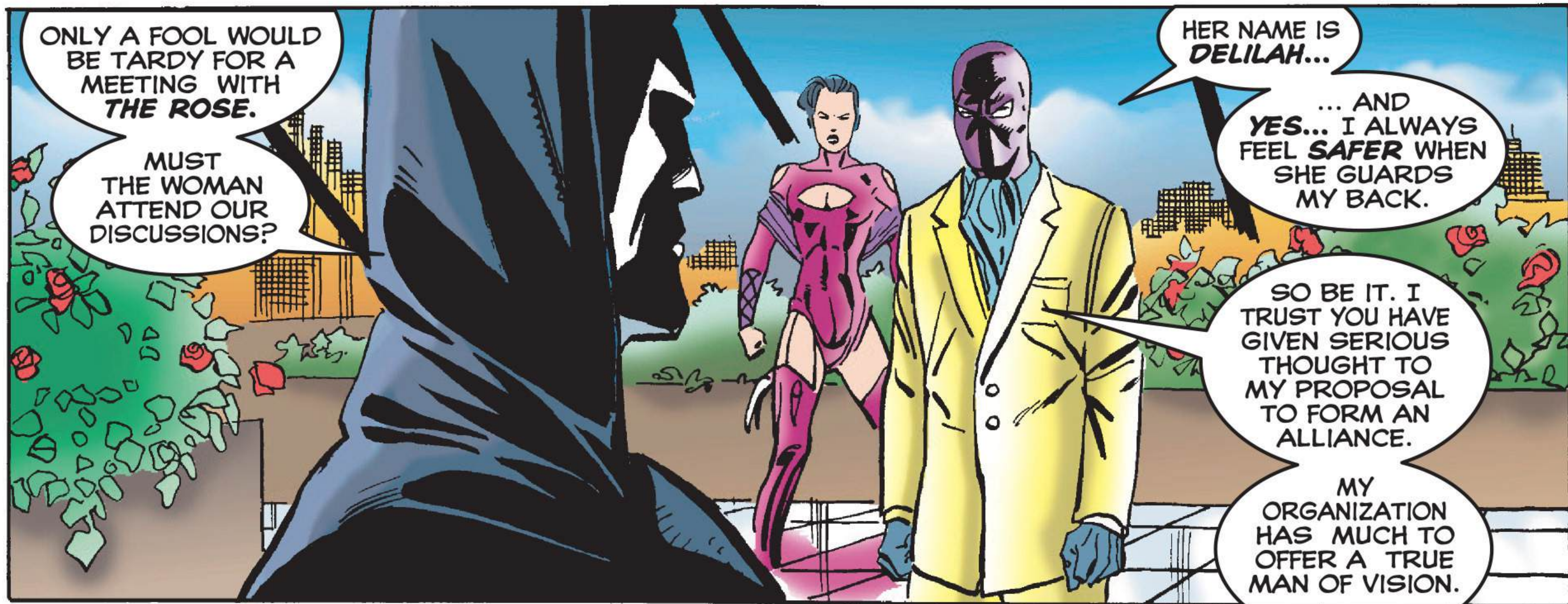
WHAT'S
WRONG WITH
YOU, MEDEA? YOU
HAD A CLEAR SHOT
AT THE WEB-
HEAD!

GET
OFF MY
BACK,
BOONE!

IT AIN'T
MY FAULT HE
LEAPED AT THE
EXACT MOMENT
I FIRED.



Ah...
... RIGHT
ON TIME!



ONLY A FOOL WOULD
BE TARDY FOR A
MEETING WITH
THE ROSE.

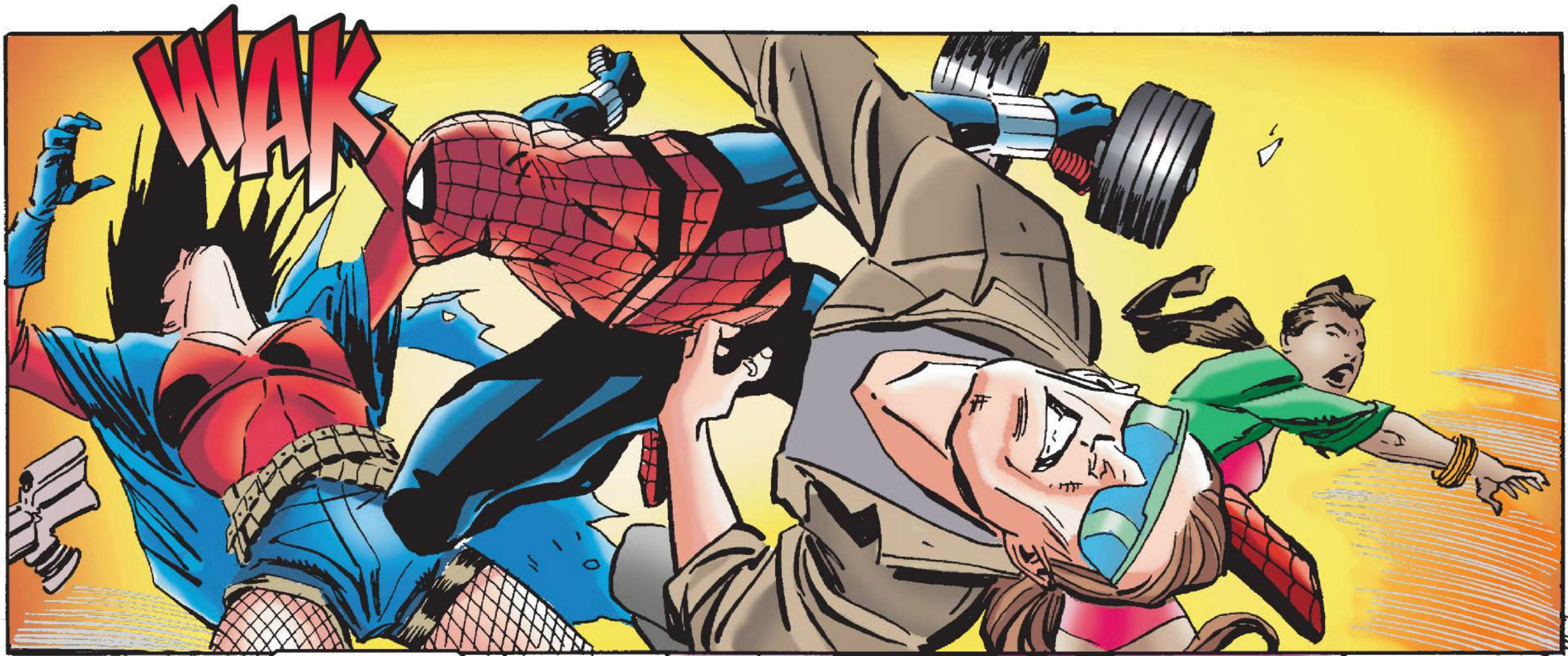
MUST
THE WOMAN
ATTEND OUR
DISCUSSIONS?

HER NAME IS
DELILAH...

... AND
YES... I ALWAYS
FEEL **SAFER** WHEN
SHE GUARDS
MY BACK.

SO BE IT. I
TRUST YOU HAVE
GIVEN SERIOUS
THOUGHT TO
MY PROPOSAL
TO FORM AN
ALLIANCE.

MY
ORGANIZATION
HAS MUCH TO
OFFER A TRUE
MAN OF VISION.

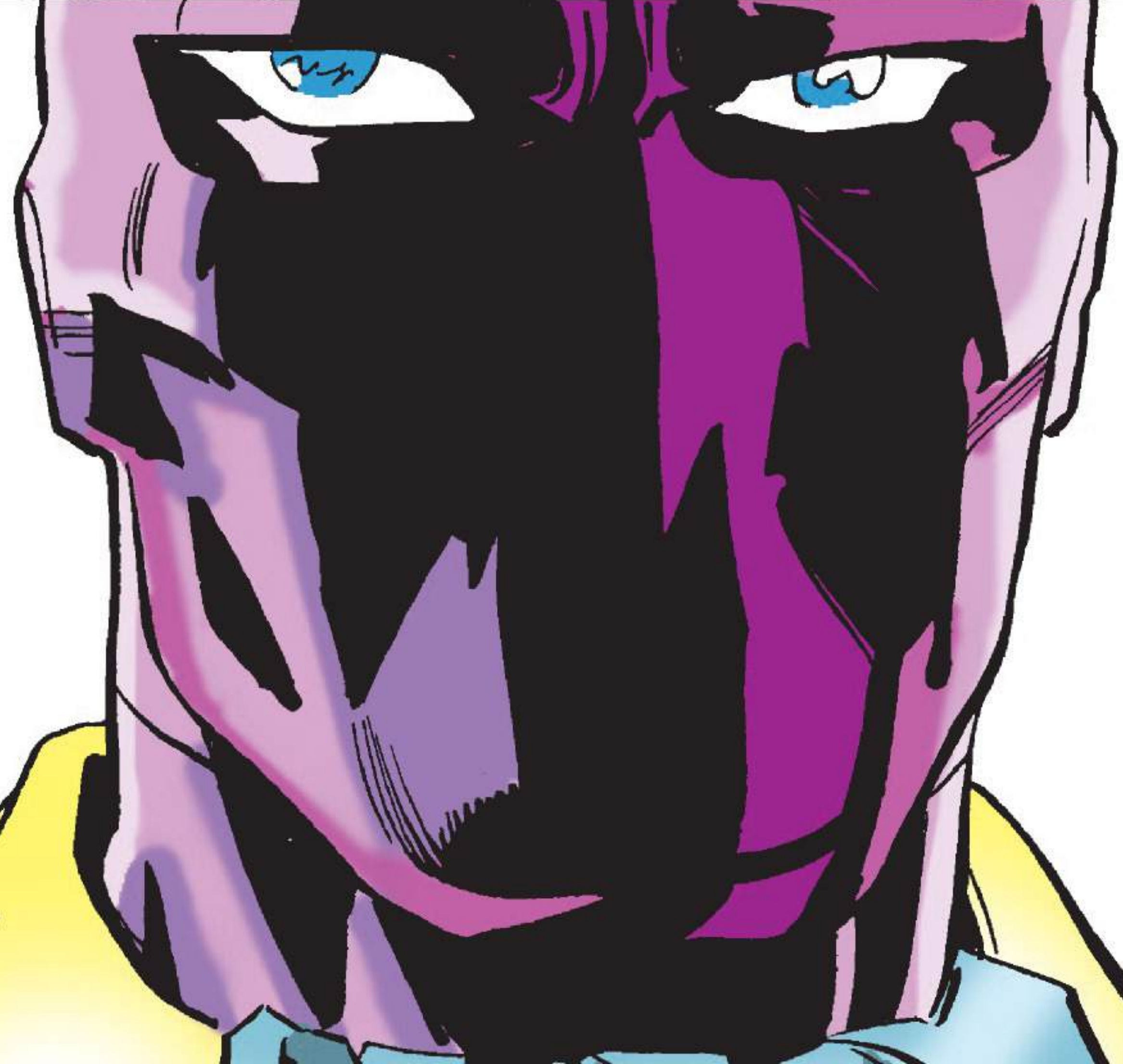


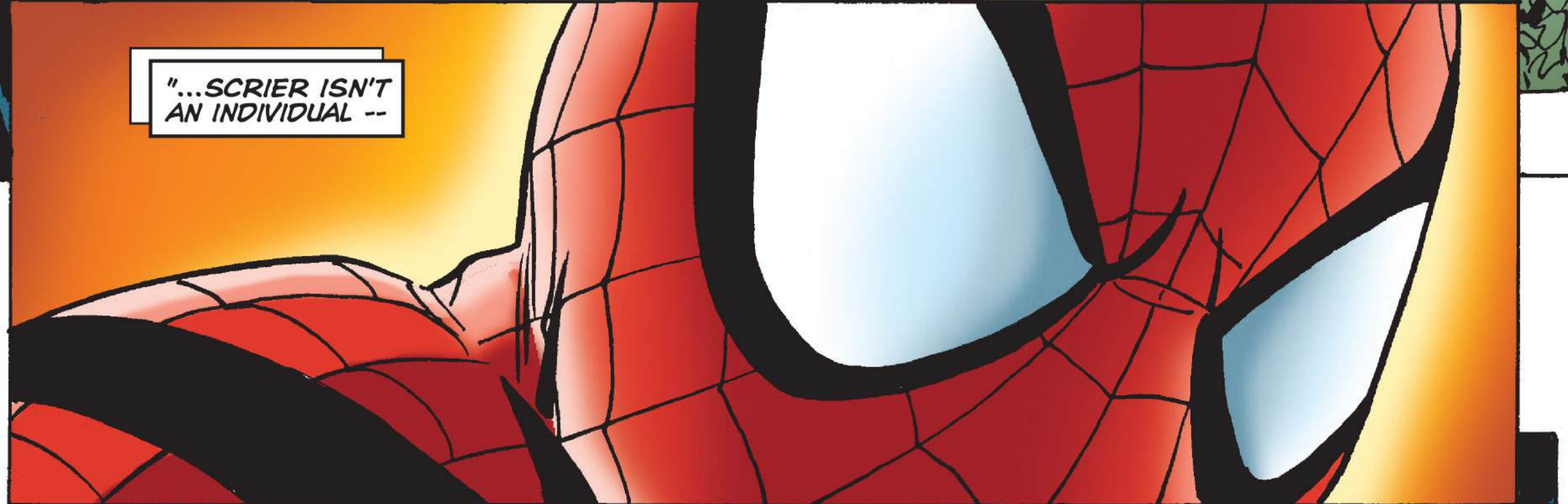
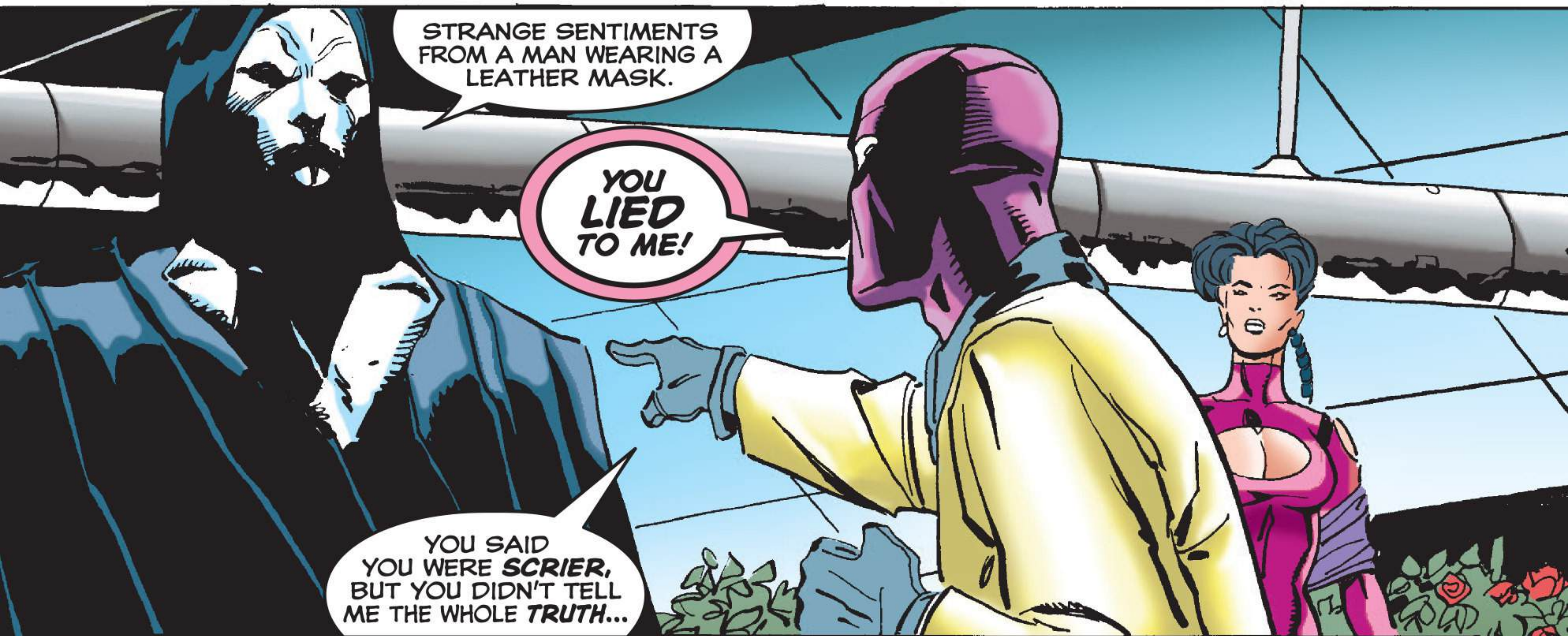
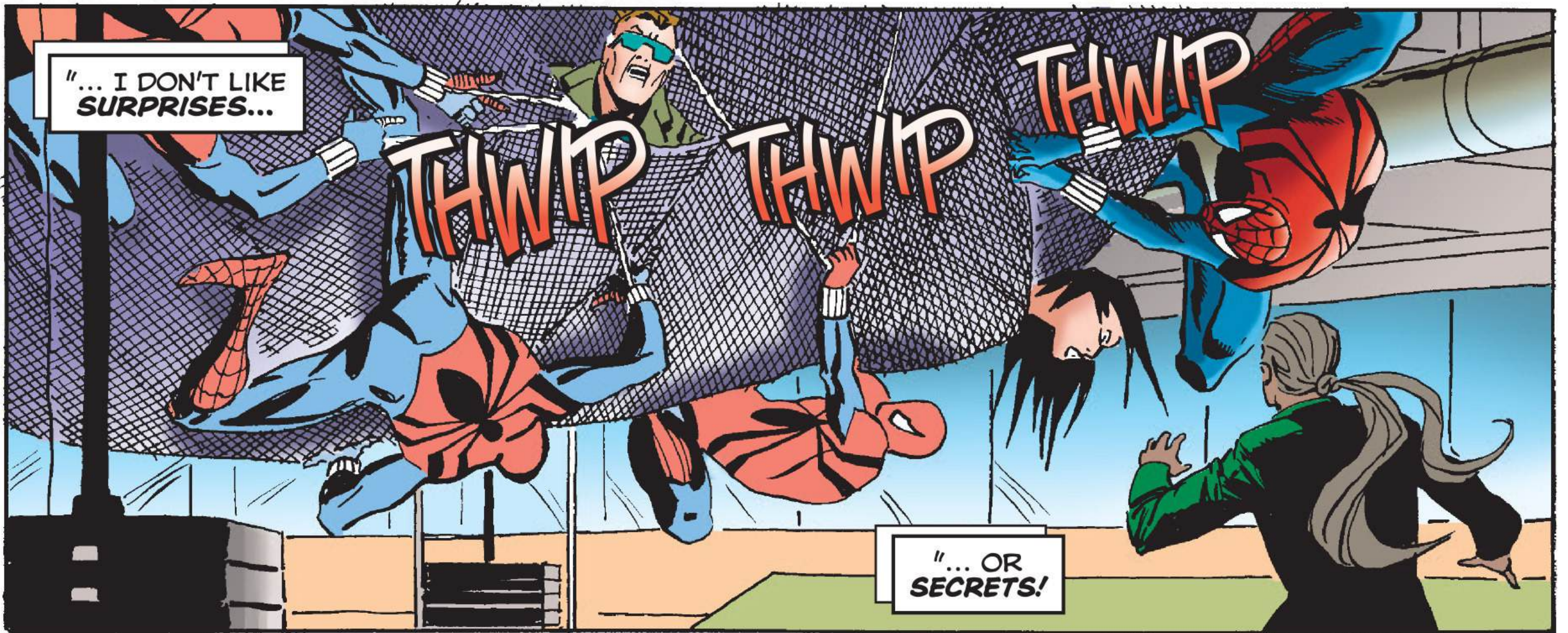
I'VE HEARD.

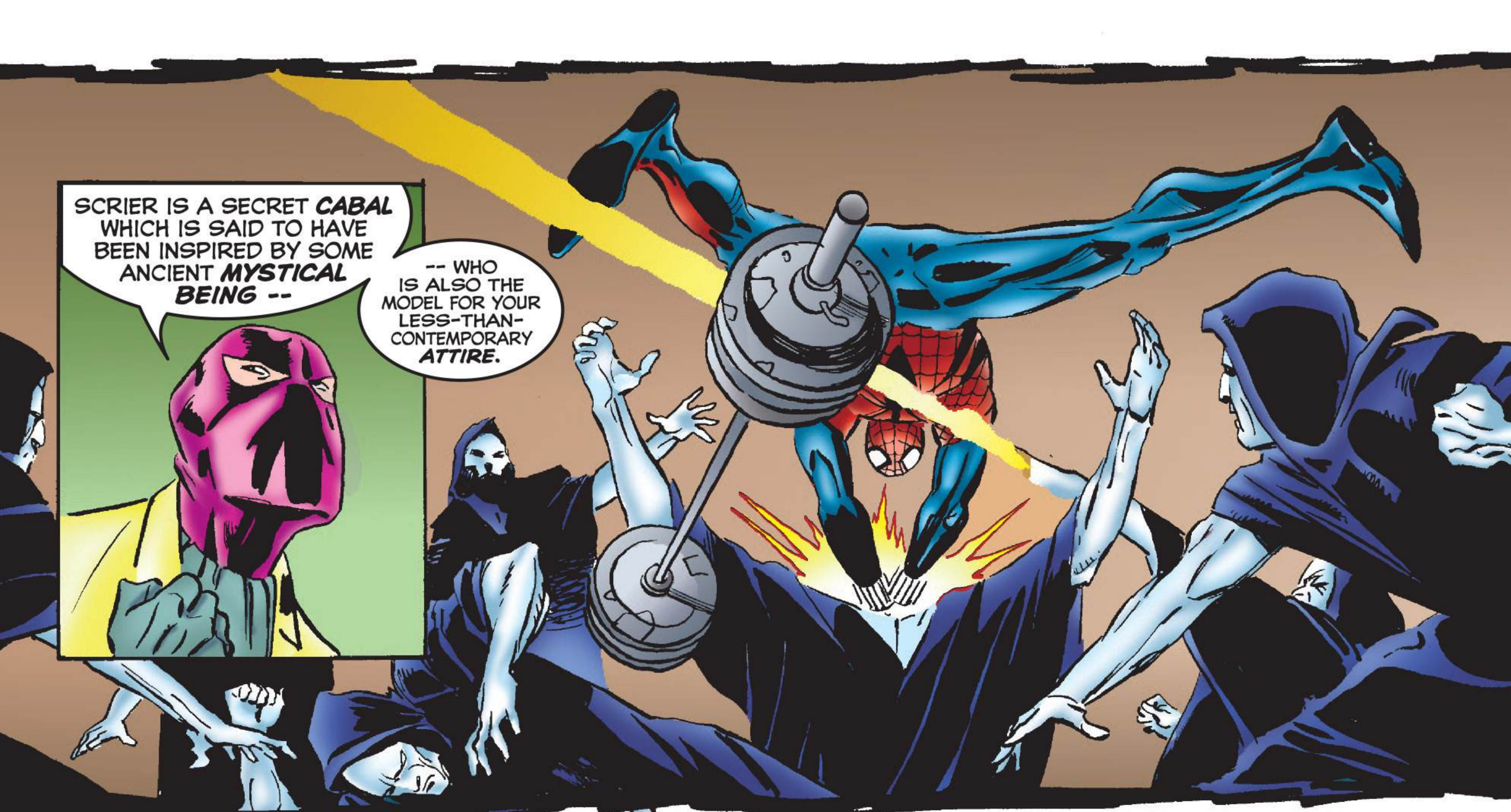
MY EUROPEAN
CONTACTS MANAGED
TO DIG UP QUITE A BIT
ON YOU AND YOUR
SO-CALLED
ORGANIZATION.

THE
INFORMATION
I'VE LEARNED
HAS LEFT ME
UNDERWHELMED.

AS A
GENERAL
RULE, I ONLY
DEAL WITH
**PEOPLE AND
COMMODITIES...**

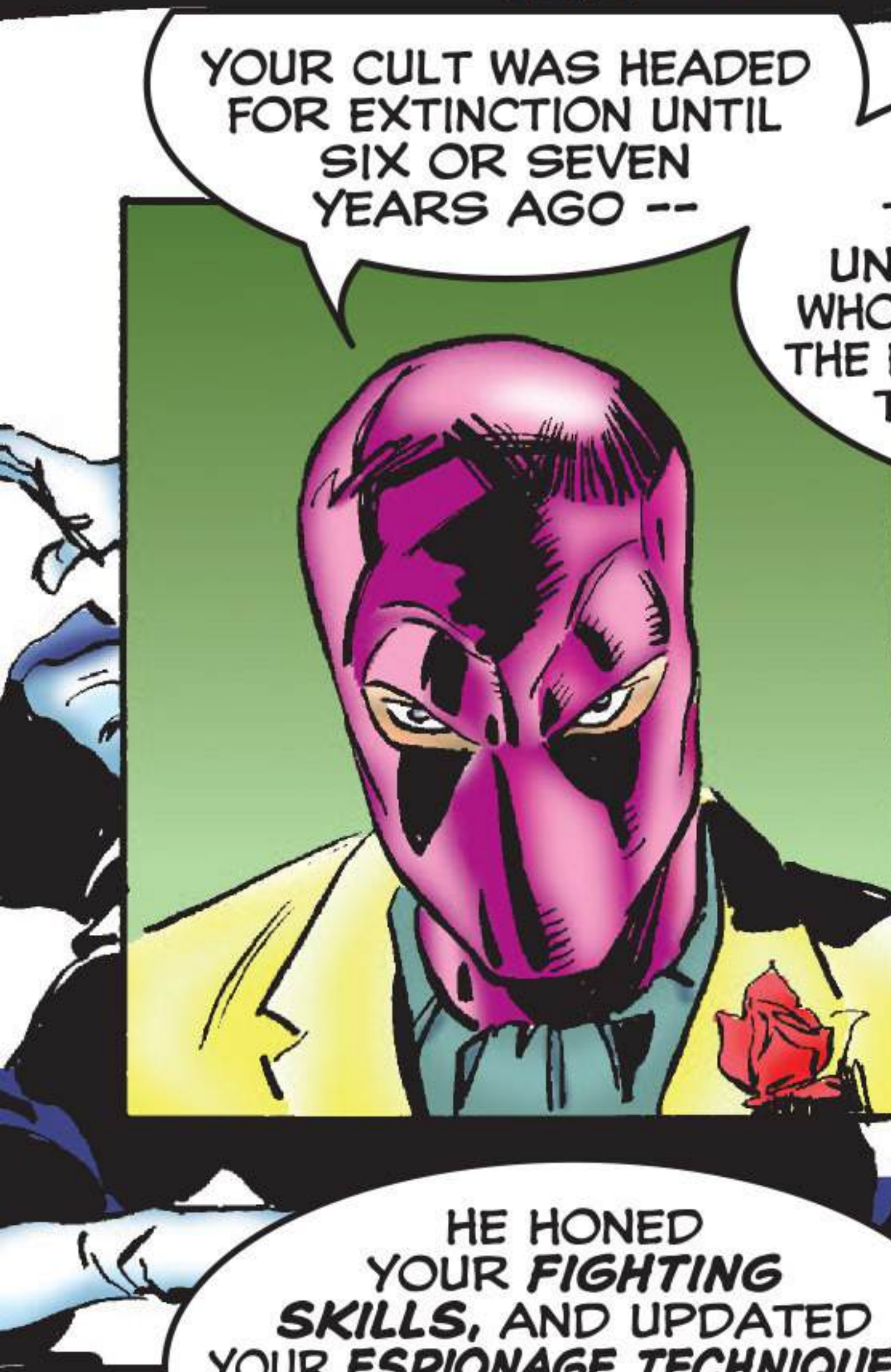






SCRIER IS A SECRET **CABAL** WHICH IS SAID TO HAVE BEEN INSPIRED BY SOME ANCIENT **MYSTICAL BEING** --

-- WHO IS ALSO THE MODEL FOR YOUR LESS-THAN-CONTEMPORARY **ATTIRE**.



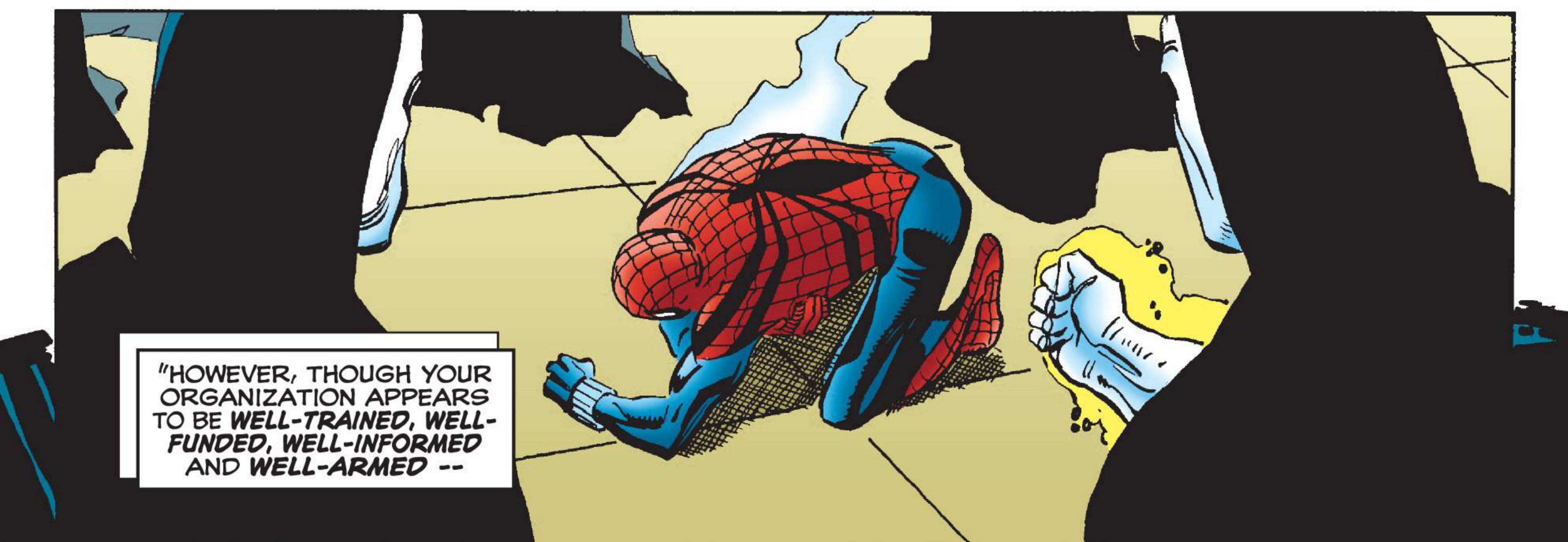
YOUR CULT WAS HEADED FOR EXTINCTION UNTIL SIX OR SEVEN YEARS AGO --

-- WHEN YOU FELL UNDER THE SHADOW OF AN UNKNOWN MASTERMIND WHO DREAMED OF BECOMING THE EUROPEAN COUNTERPART TO OUR **KINGPIN OF CRIME**.

HE HONED YOUR **FIGHTING SKILLS**, AND UPDATED YOUR **ESPIONAGE TECHNIQUES**, AND OUTFITTED YOU WITH **SOPHISTICATED ARMAMENTS!**



ACCORDING TO MY SOURCES, YOUR ANNUAL BUDGET FOR WEAPONRY **EXCEEDS** MOST SMALL NATIONS.



"HOWEVER, THOUGH YOUR ORGANIZATION APPEARS TO BE **WELL-TRAINED, WELL-FUNDED, WELL-INFORMED** AND **WELL-ARMED** --



-- I'M JUST NOT CONVINCED YOU HAVE WHAT IT TAKES TO **SUCCEED** IN THE AMERICAN CRIME MARKET!"

WHA--
WHERE'D YOU COME FROM?

FAMILY SHOULD NEVER HAVE TO **ASK** FOR HELP --



OKAY!
I WAS
WRONG!



THE
POOL --!

I SENSE
JUDAS WITHIN
THE POOL!



WE MUST
FREE HIM BEFORE
THE **SCRIBERS**
REGROUP!



I AM MOST
IMPRESSED,
ROSE.

FEW HAVE
UNCOVERED THE
TRUE SECRET
OF **SCRIBER**.



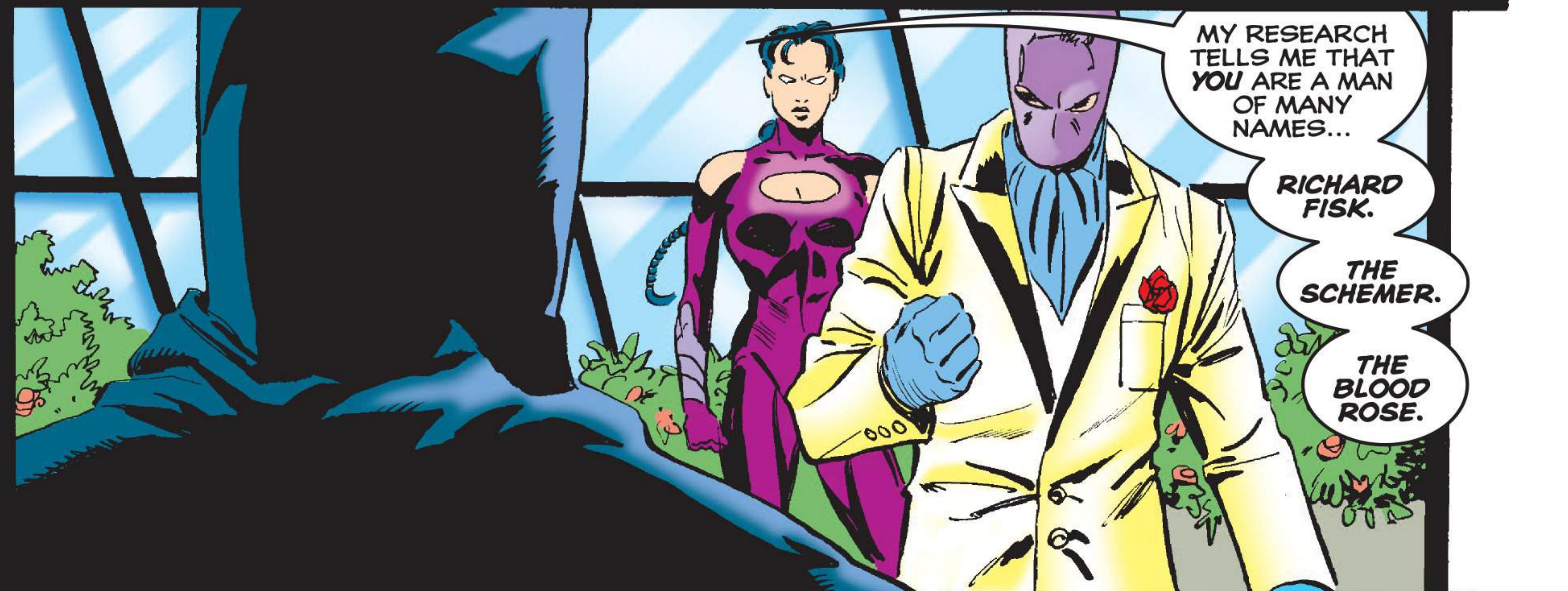
FEWER HAVE
WE ALLOWED TO
SURVIVE WITH THIS
KNOWLEDGE.



"EVERY MAN IS ENTITLED TO HIS PRIVATE MYSTERIES."

"THE UNSPOKEN *DREAMS*... AND THE BARELY ACKNOWLEDGED *DESIRES*... WHICH LIE LOCKED WITHIN EACH SOUL."

"YOU HAVE DARED EXPOSE *MINE*... BUT YOU ALSO CONCEAL HIDDEN *TRUTHS*."



MY RESEARCH TELLS ME THAT **YOU** ARE A MAN OF MANY NAMES...

RICHARD FISK.

THE SCHEMER.

THE BLOOD ROSE.



AN INTERESTING LIST.

ALL FORMER IDENTITIES OF THE SAME MAN.

HOWEVER, I DO NOT CLAIM TO BE RICHARD FISK.

NOR CAN YOU PROVE OTHERWISE.

SOME DAYS ARE WHACKED FROM THE
MOMENT YOU STEP OUT OF BED.

THIS WAS SURELY ONE.

PINBALLING AROUND THE ROOM...

... BEN AND CHAKRA ARE BARELY
KEEPING ALIVE WHEN I FINALLY
DRAG TRAVELLER FROM THE POOL.

THAT'S WHEN THINGS
GO TOTALLY GONZO...

ENOUGH!

THIS
MADNESS
MUST
CEASE!

I HAVE BEEN
BETRAYED,
MISUSED AND
MANIPULATED --

-- AND I
WILL HAVE
VENGEANCE!

THIS DAY BEGAN
WITH A DREAM --

-- AND SEEMS
DESTINED TO END
IN A NIGHTMARE!

IN A FEW HOURS, BEN AND
I WILL BE SIPPING CAFE
LATTES IN THE DAILY GRIND.

AS HE PASSES A WOODEN
STIRRER, HE'LL CASUALLY FILL
ME IN ON THIS ENTIRE SCENARIO.

I'LL LEARN HOW THE
SCRIERS GATHERED
THE HOST AROUND
JUDAS TRAVELLER --

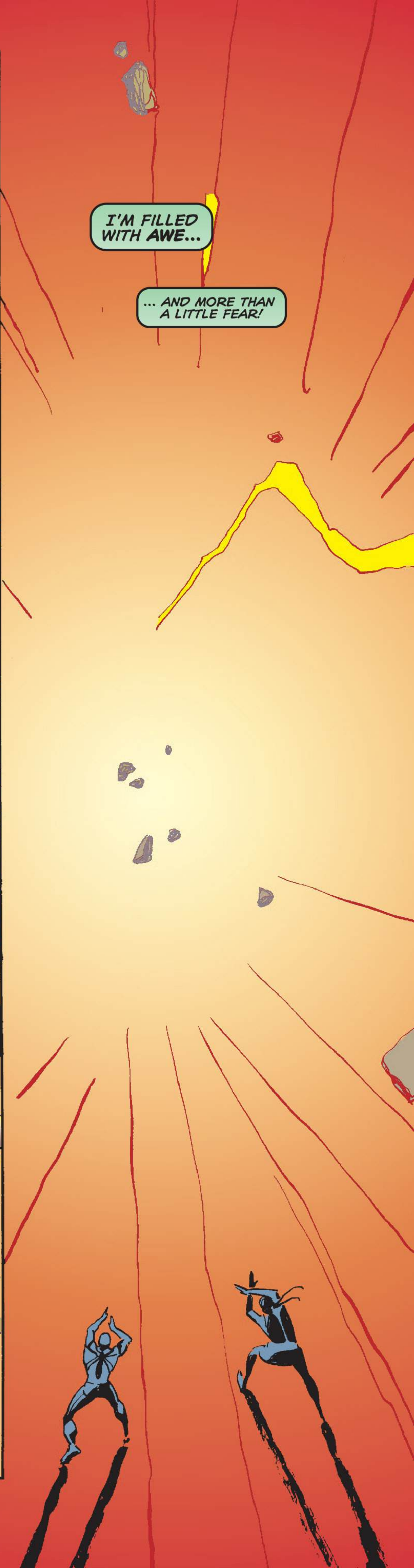
-- AND SECRETLY EXPLOITED
HIS MUTANT TALENTS.

BUT NOW...

... NOW I CAN ONLY
STAND TRANSFIXED
WITH THE OTHERS!

I'M FILLED
WITH AWE...

... AND MORE THAN
A LITTLE FEAR!



AN INSTANT LATER,
SANITY (OR A REASONABLE
FACSIMILE) RETURNS...

WHEW!

TRAVELLER
SHOULD REALLY
MIX A LITTLE
MODERATION IN
WITH HIS MIND-
BENDING!

JUDAS!

JUDAS!

I AM
UNINJURED,
MY LOVE...

... BUT
WE DARE
NOT TARRY
HERE!

NOT SO FAST,
PALLY. THE POLICE
WILL NEED YOU GUYS.

I FEAR --THAT IS SIMPLY
UNACCEPTABLE!

HEY!
I THOUGHT
YOUR POWERS
WERE A
SHAM --!

WE ONLY
DISCUSSED THE
TRAVELLER'S
ABILITIES...

... NOT
MINE!

BEWARE, SPIDER-MAN!
BEWARE! THE MADMAN
BEHIND SCRIER... THE
MONSTER WHO PULLED MY
STRINGS... HAS ALSO
ORCHESTRATED
AGAINST YOU!

YOU
MUST
BEWARE

WHAT
WAS *THAT*
ABOUT?

I HAVEN'T
GOT A
CLUE --

-- BUT
MY GUT IS
WARNING ME
THAT --

-- WE
GOT MAJOR
HEARTACHE ON
THE HORIZON!

POUL





THE ROSE
DECLINED OUR
INVITATION?

HE WILL
NOT NEGOTIATE
WITH, AS HE PHRASED
IT, "A **FACELESS**
UNDERLING."

HOWEVER,
HE DID REQUEST
A MEETING WITH
THE MASTER.

OUT OF THE
QUESTION!

WHAT
DO **YOU**
HAVE TO
REPORT,
NACHT?

THINGS
DID NOT GO
AS PLANNED.

TRAVELLER
AND **CHAKRA**
ESCAPED.

BOONE, MEDEA AND
THE REMAINING **SCRIERS**
ARE NOW IN POLICE CUSTODY.



DO NOT BE OVERLY CONCERNED
WITH THESE MINOR
ANNOYANCES,
GAUNT.

THE **BROTHERHOOD**
OF SCRIER WILL RISE
AGAIN, AND CONTINUE
TO SERVE THE
MASTER.



PERHAPS,
IT WILL...



... YOU,
HOWEVER,
WILL **NOT.**

AS I
OFTEN TOLD
YOU...



... OUR EMPLOYER
HAS A ZERO
TOLERANCE FOR
FAILURE.

Next Month:
AT LONG LAST -- GAUNT'S
MYSTERIOUS EMPLOYER IS
REVEALED... AS PETER
AND MARY JANE FACE
THEIR GREATEST CRISIS!

MARVEL[®]
COMICS
M



SPIDER-MAN[®]

DEC '96 14

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN[®]

UNLIMITED



LET'S GET
READY TO
RUMBLE!

JB
R.C.
AP

wh--

Wh-where
am I...

C--can't
see...

What's...
on my
face...



What
am I...
doing...

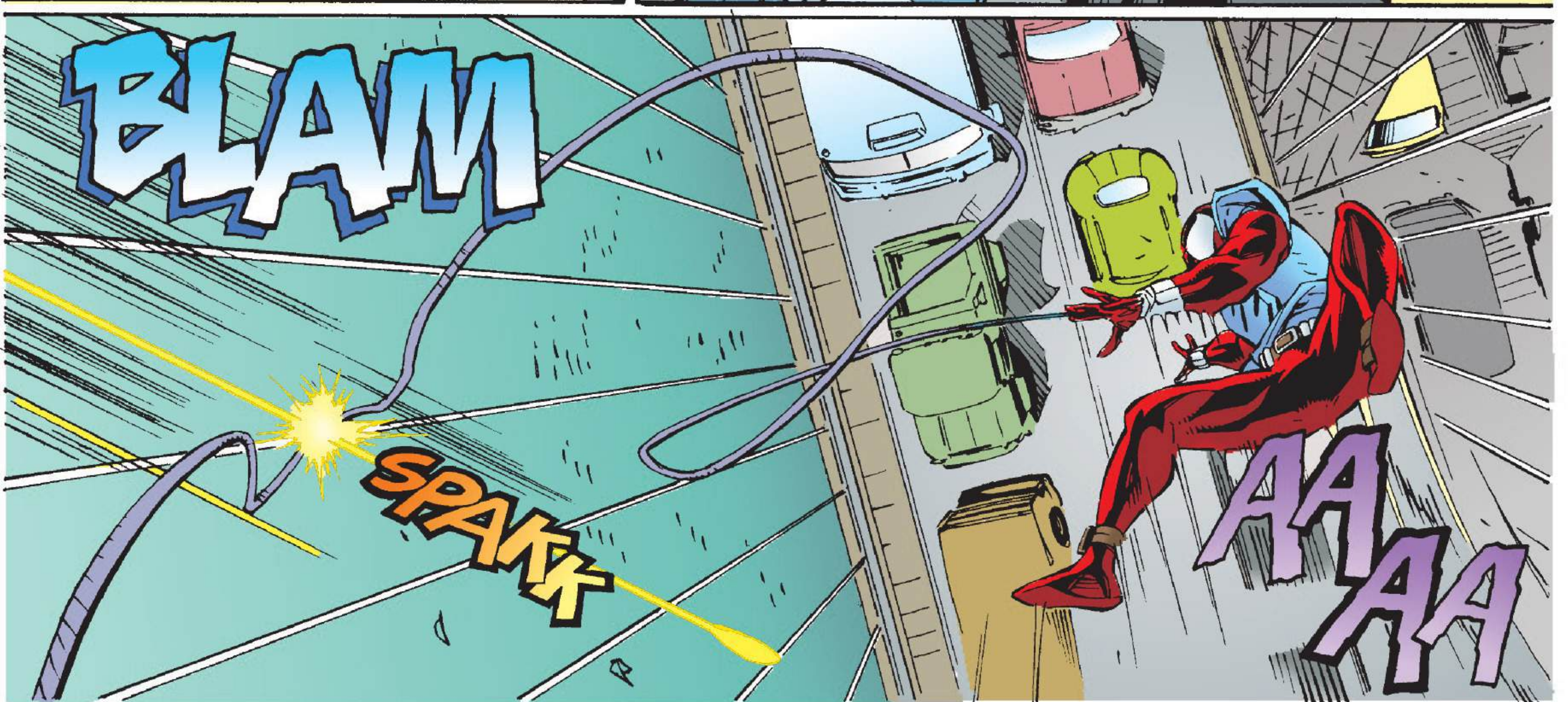
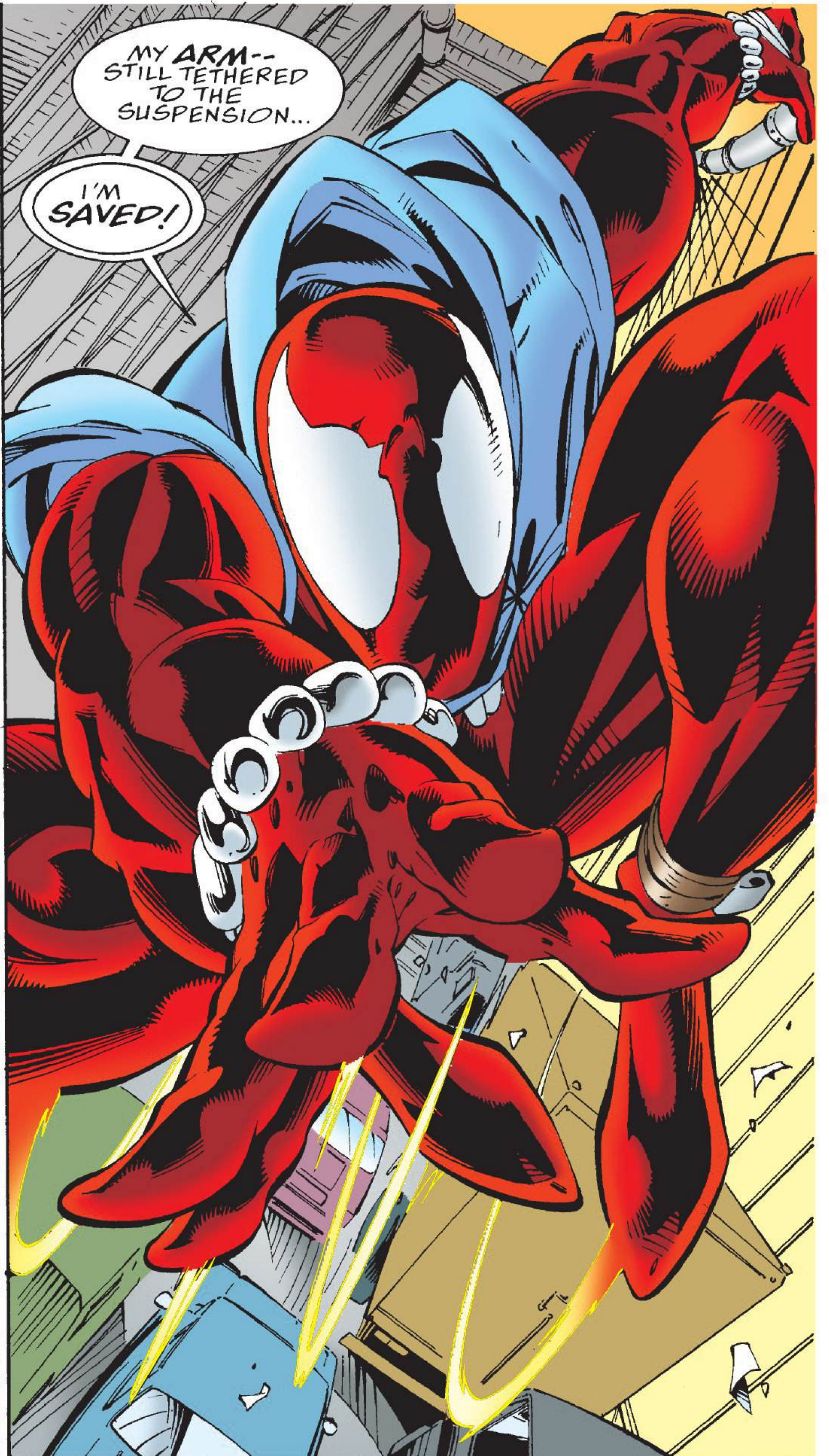
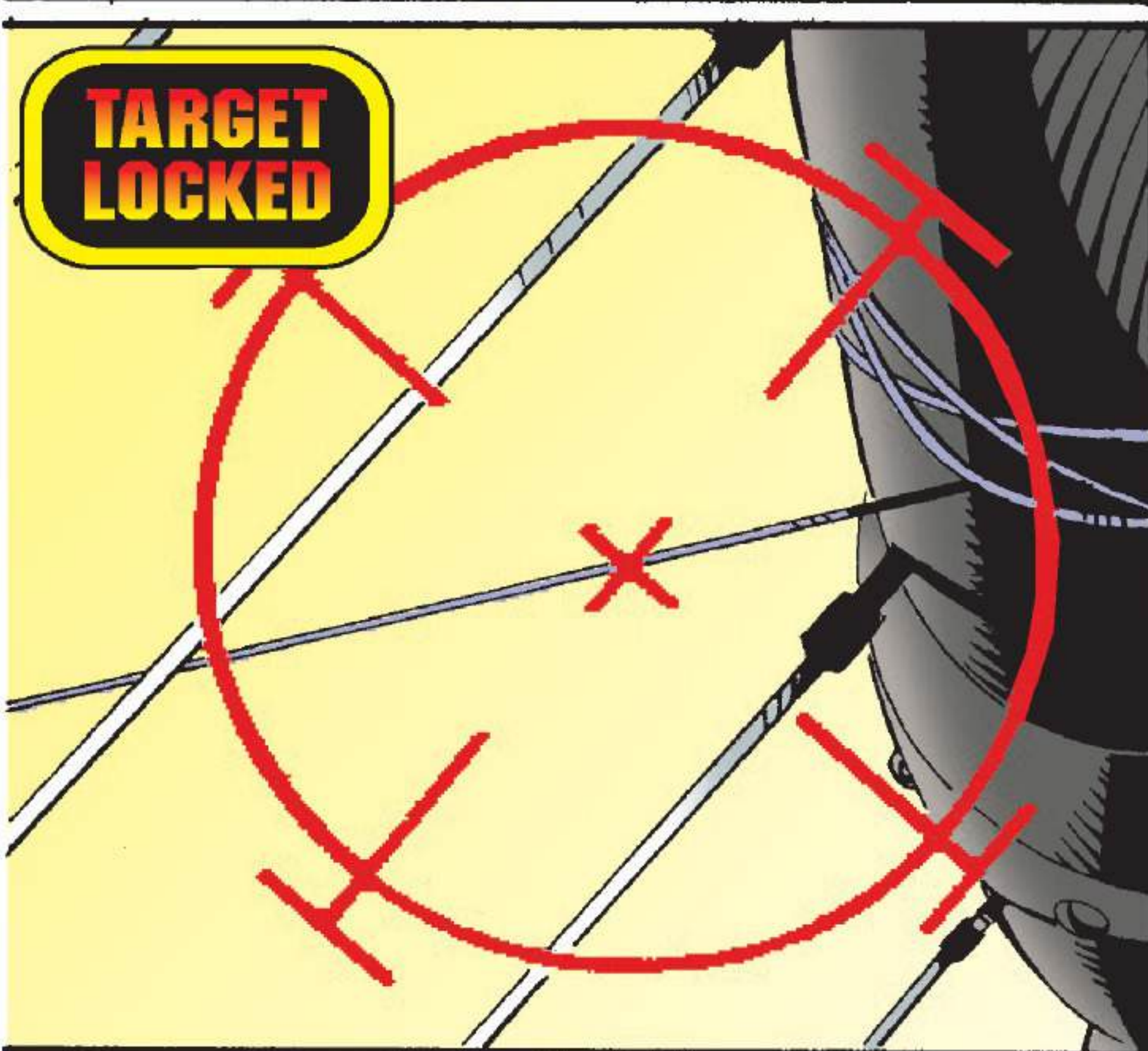


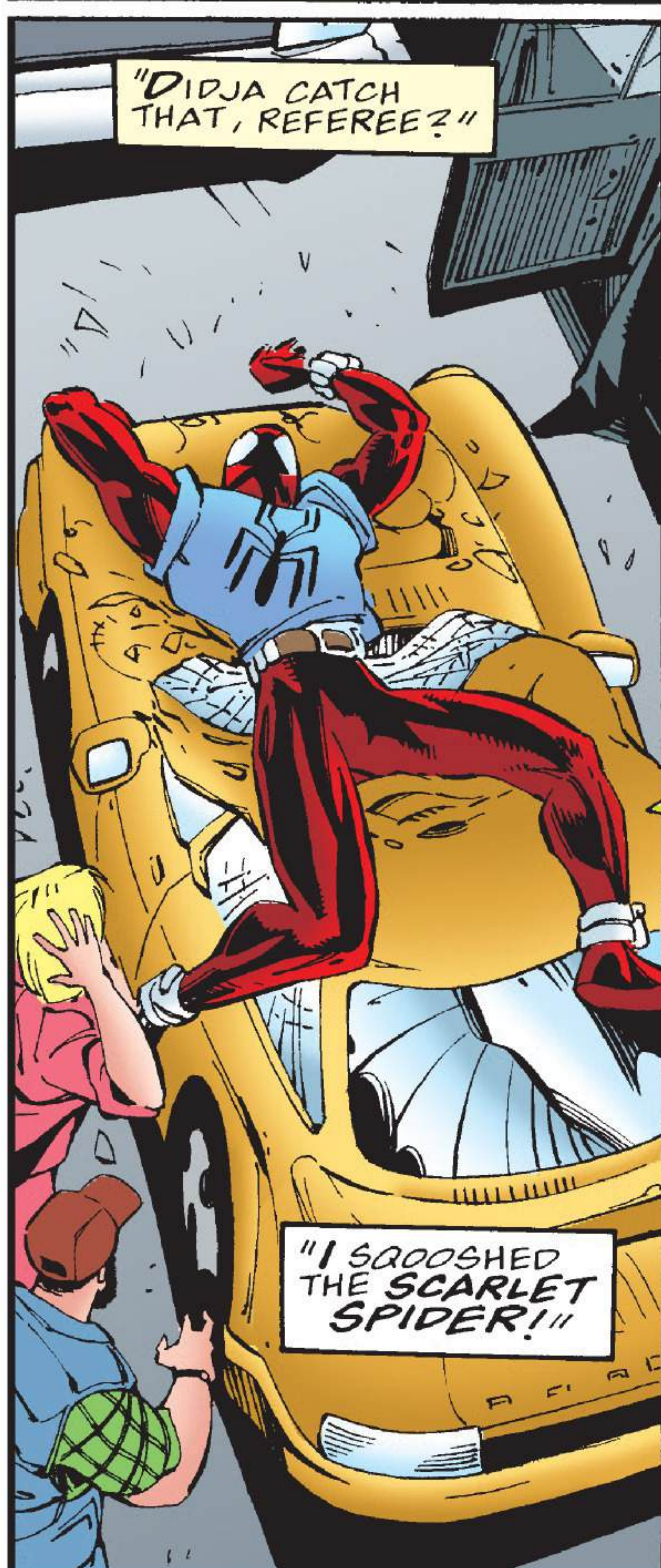
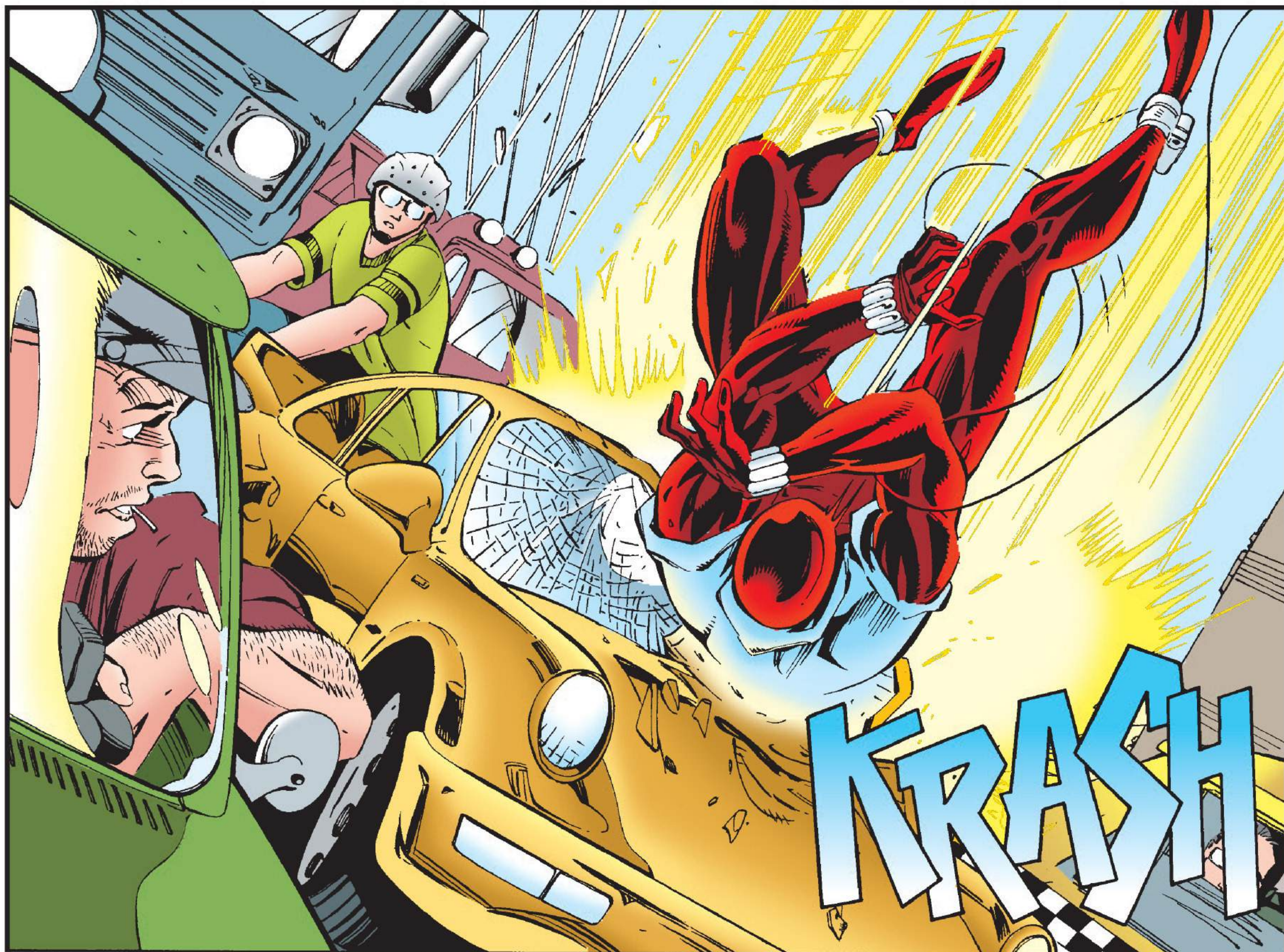
...in *this*
costume...

...way...

...up...

...here...?







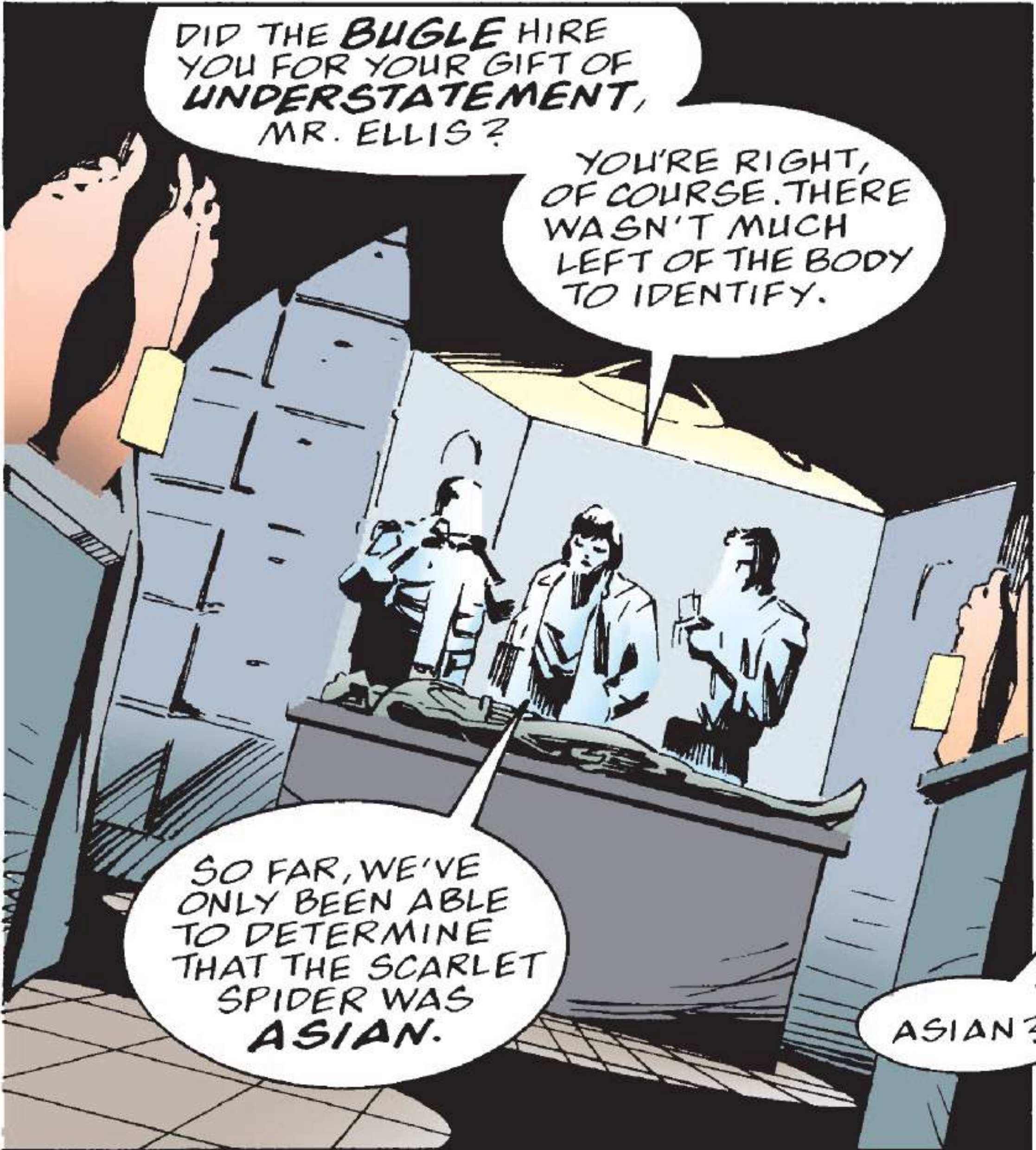
I HOPE YOU GENTLEMEN HAVE ALREADY EATEN...



BECAUSE **THIS** WILL DEFINITELY SPOIL YOUR APPETITE.

CHOKE! I THINK I'M GONNA BE SICK!

JUICY!

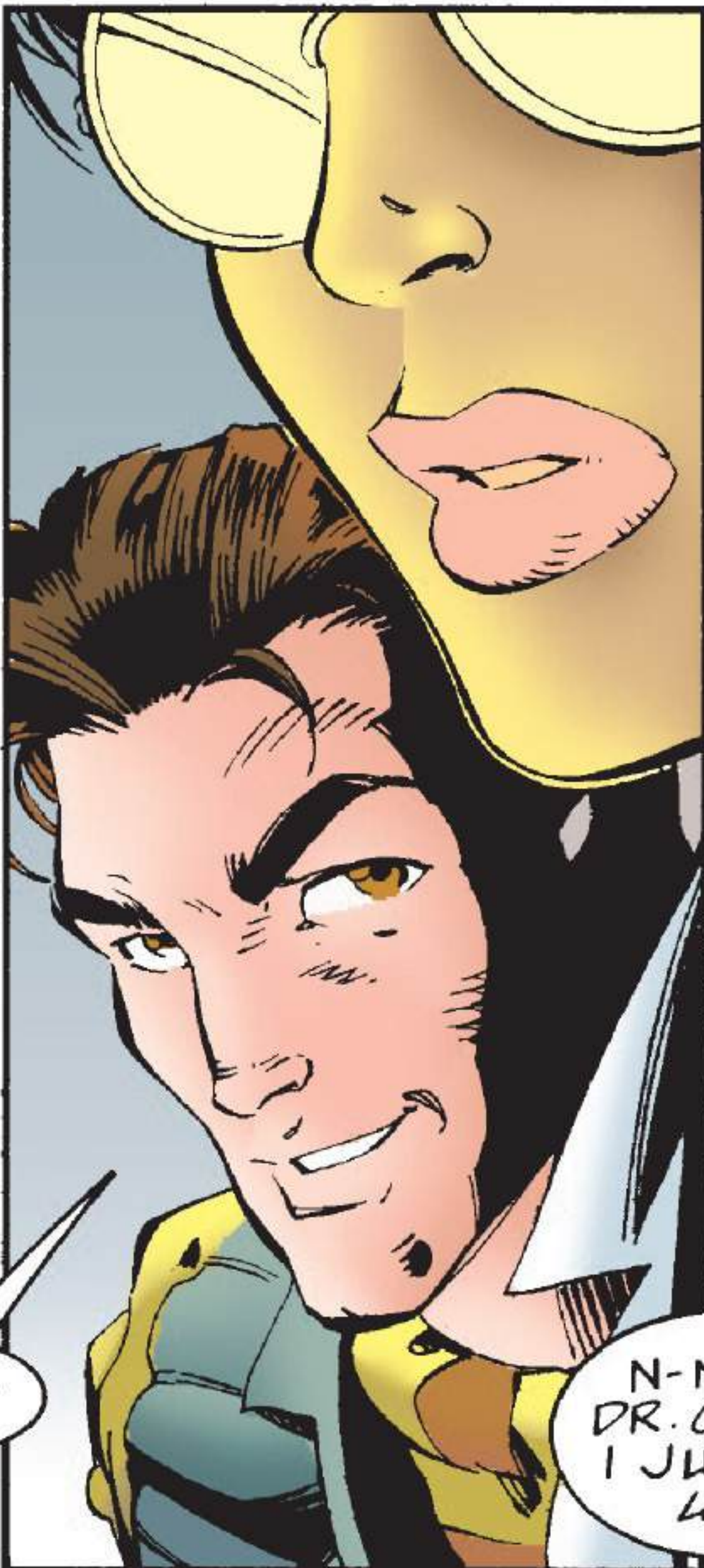


DID THE **BUGLE** HIRE YOU FOR YOUR GIFT OF **UNDERSTATEMENT**, MR. ELLIS?

YOU'RE RIGHT, OF COURSE. THERE WASN'T MUCH LEFT OF THE BODY TO IDENTIFY.

SO FAR, WE'VE ONLY BEEN ABLE TO DETERMINE THAT THE **SCARLET SPIDER** WAS **ASIAN**.

ASIAN?



YOU SOUND **RELIEVED**, MR. PARKER.

N-NO DR. CHEN... I JUST... UH...



EXCUSE ME, DOCTOR, BUT HOW CAN YOU BE SURE THIS GUY REALLY **WAS** THE **SCARLET SPIDER**?

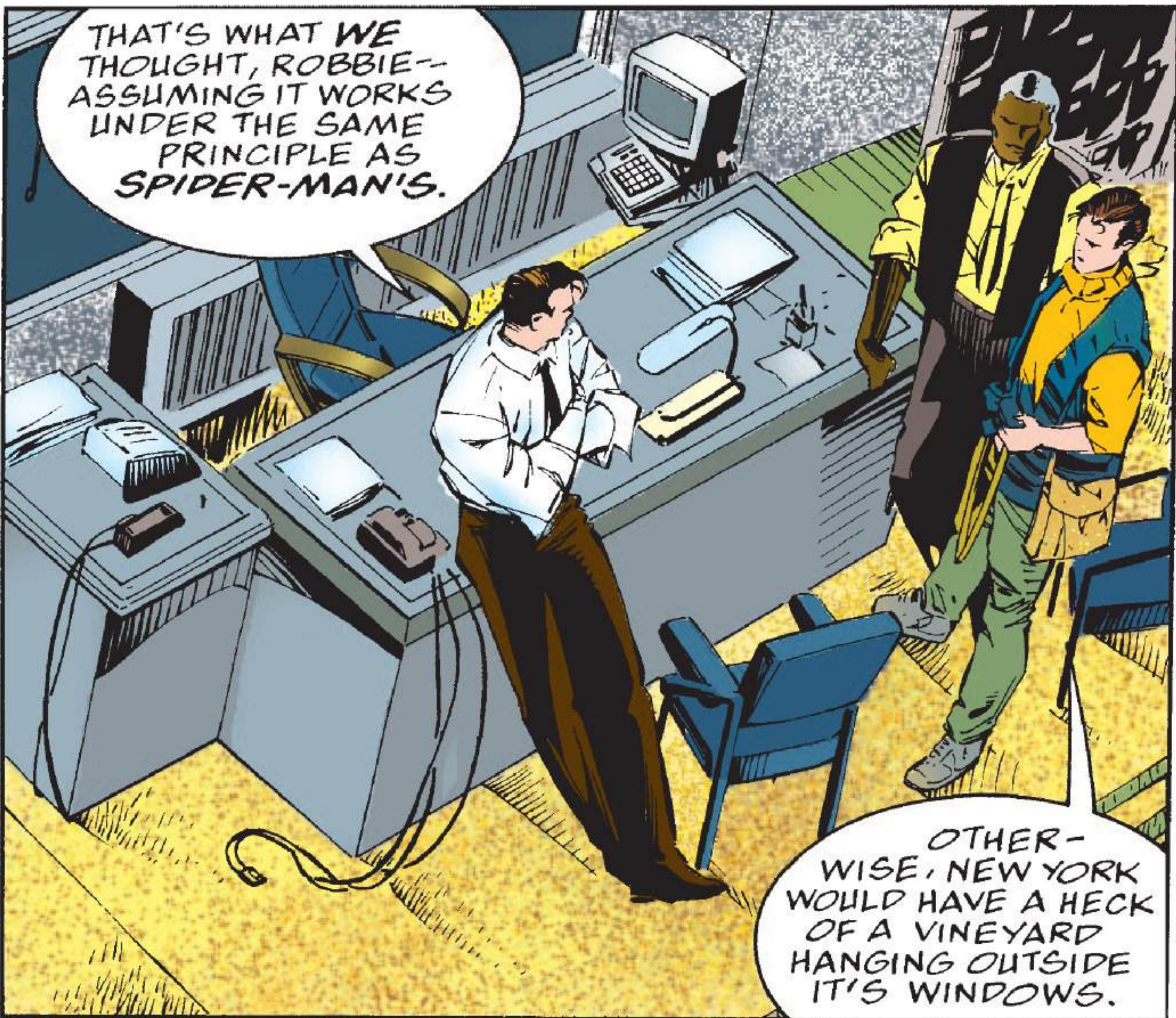
I CAN'T.



BUT THIS **WEBBING** TIED TO HIS WRIST IS PRETTY **CONVINCING**...



BUT THE SCARLET SPIDER'S WEBBING **DIS-SOLVES** AFTER A FEW HOURS, DOESN'T IT?



THAT'S WHAT WE THOUGHT, ROBBIE-- ASSUMING IT WORKS UNDER THE SAME PRINCIPLE AS SPIDER-MAN'S.

OTHER-WISE, NEW YORK WOULD HAVE A HECK OF A VINEYARD HANGING OUTSIDE IT'S WINDOWS.



GLAD TO SEE YOU'RE STILL ON YOUR TOES, PETER.

uh, THANKS...



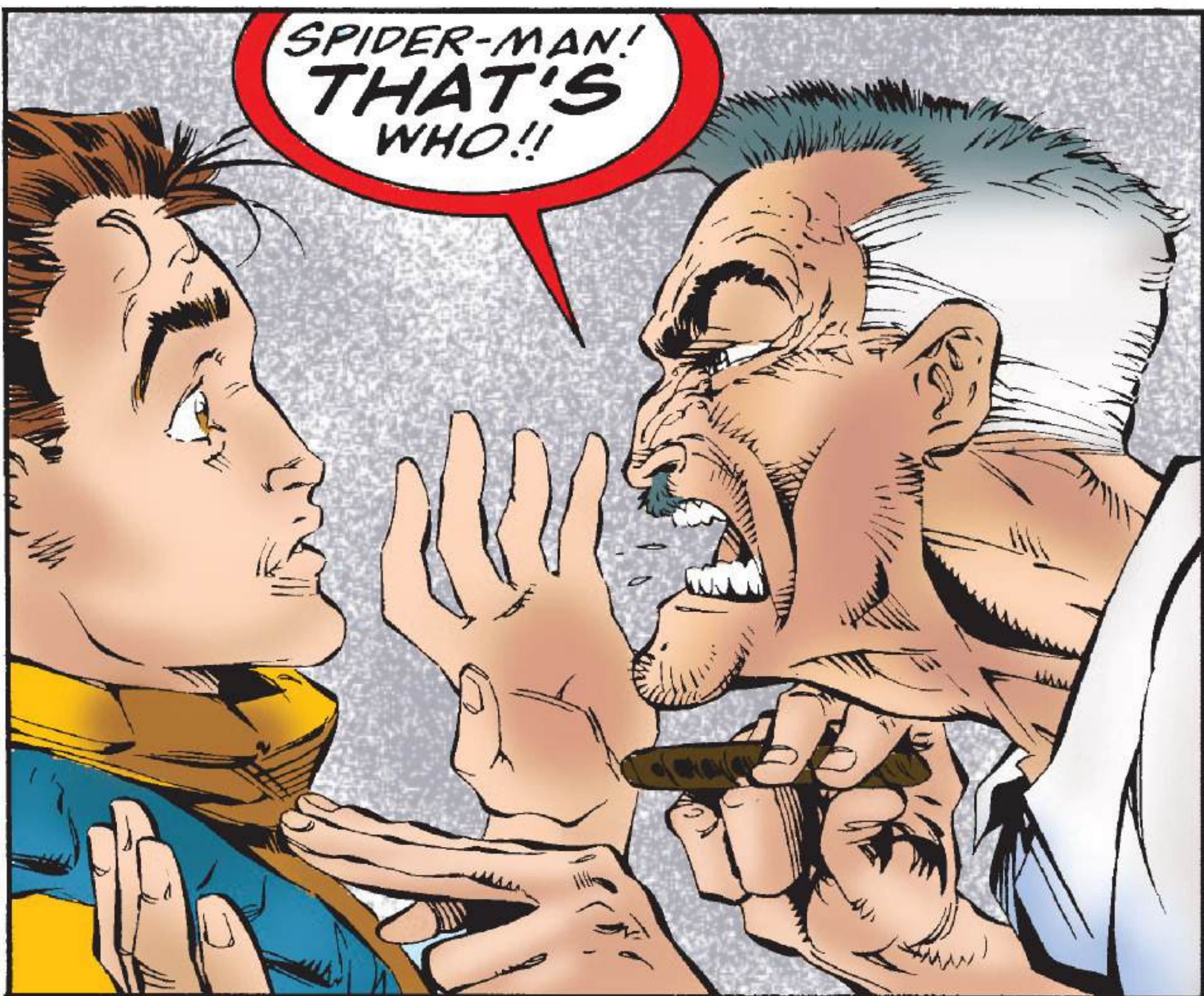
PARKER!! WHY AREN'T YOU OUT GETTING PICTURES OF THE SCARLET SPIDER'S **MURDERER?!**

uh... WE STILL DON'T KNOW WHO KILLED HIM, JONAH.

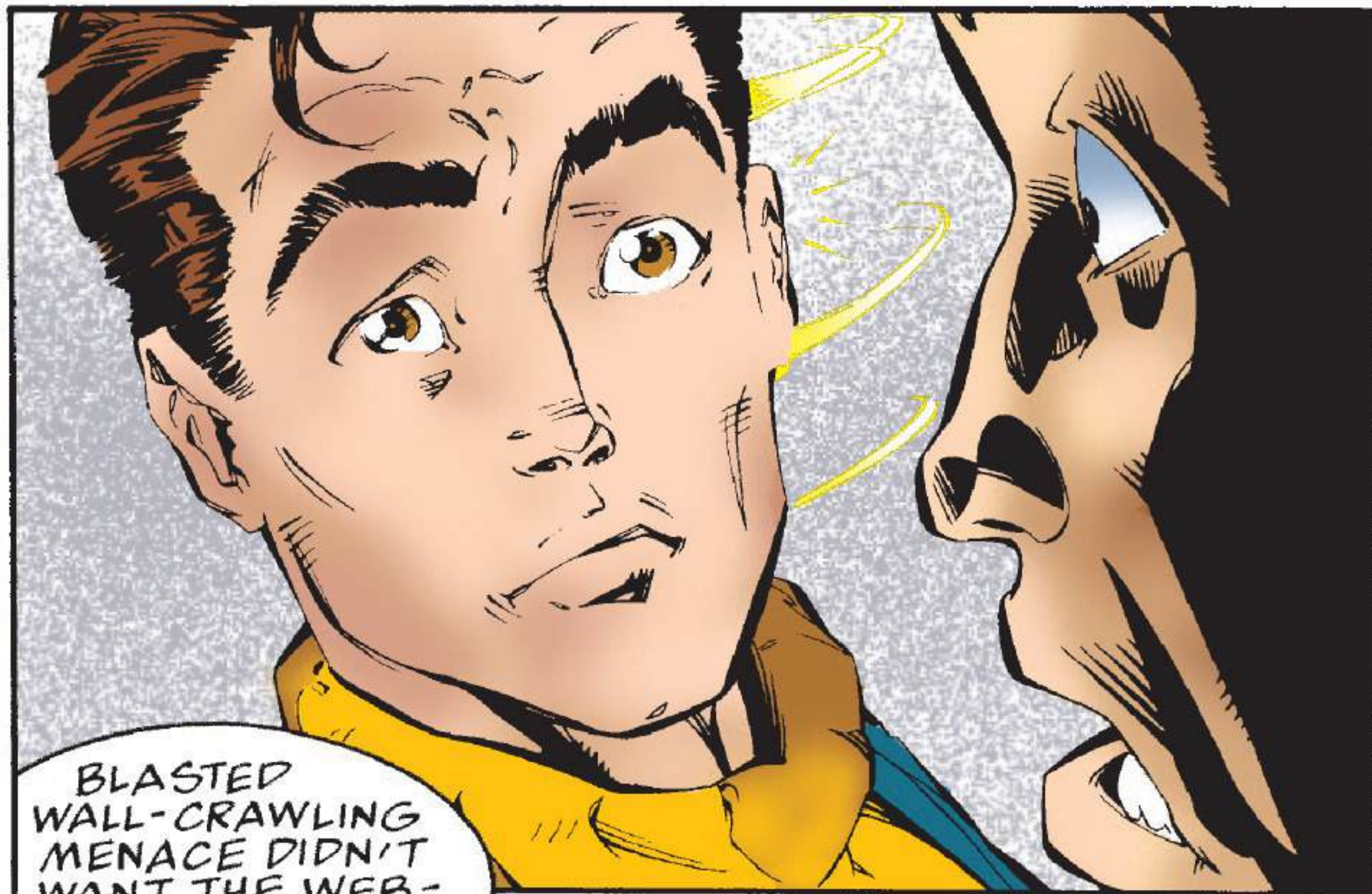
WHO KILLED HIM?!

WHO **ELSE?!**

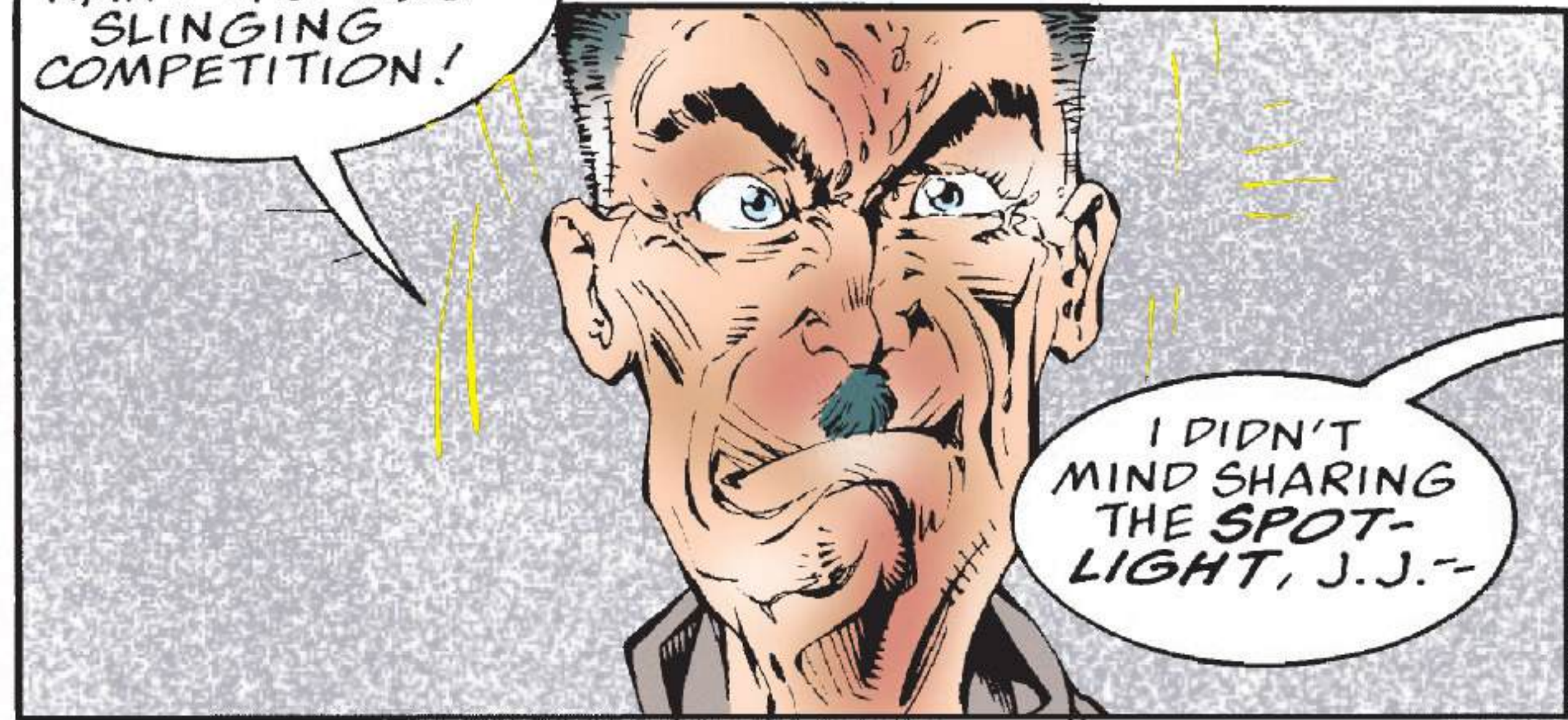
WHO HAD THE **MOTIVE?!**



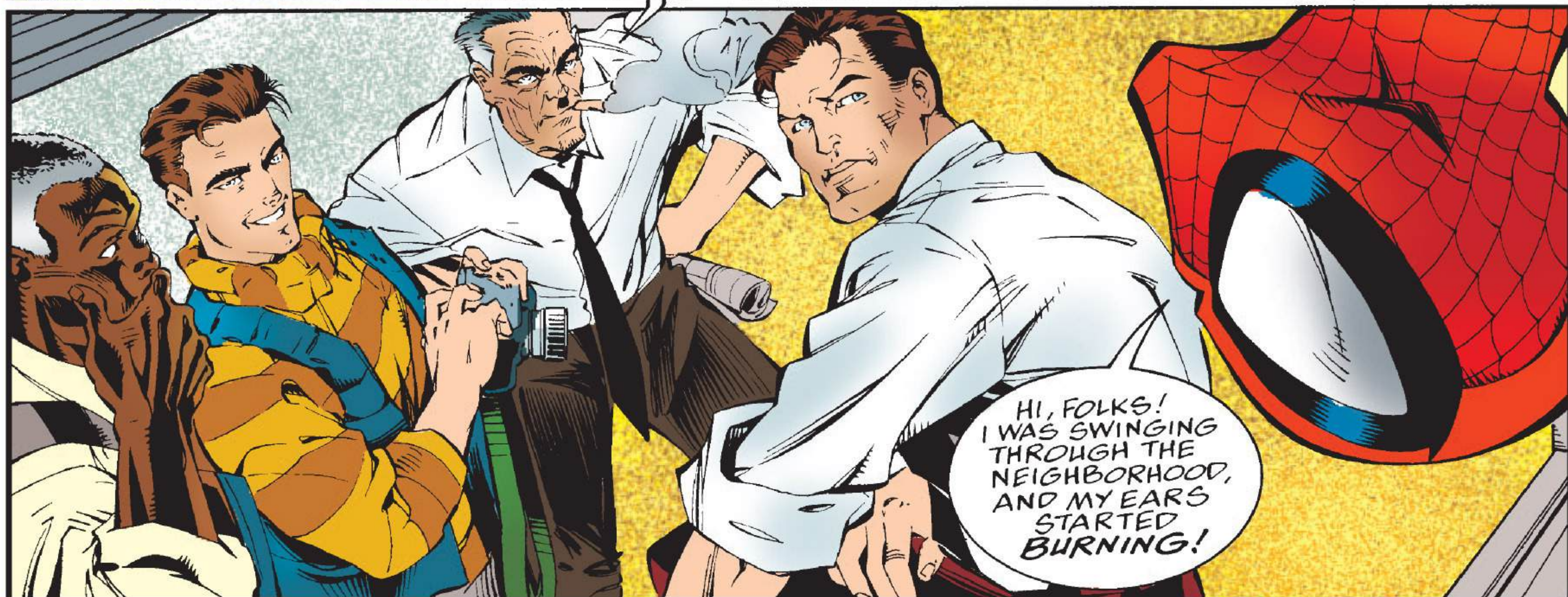
SPIDER-MAN! **THAT'S WHO!!**

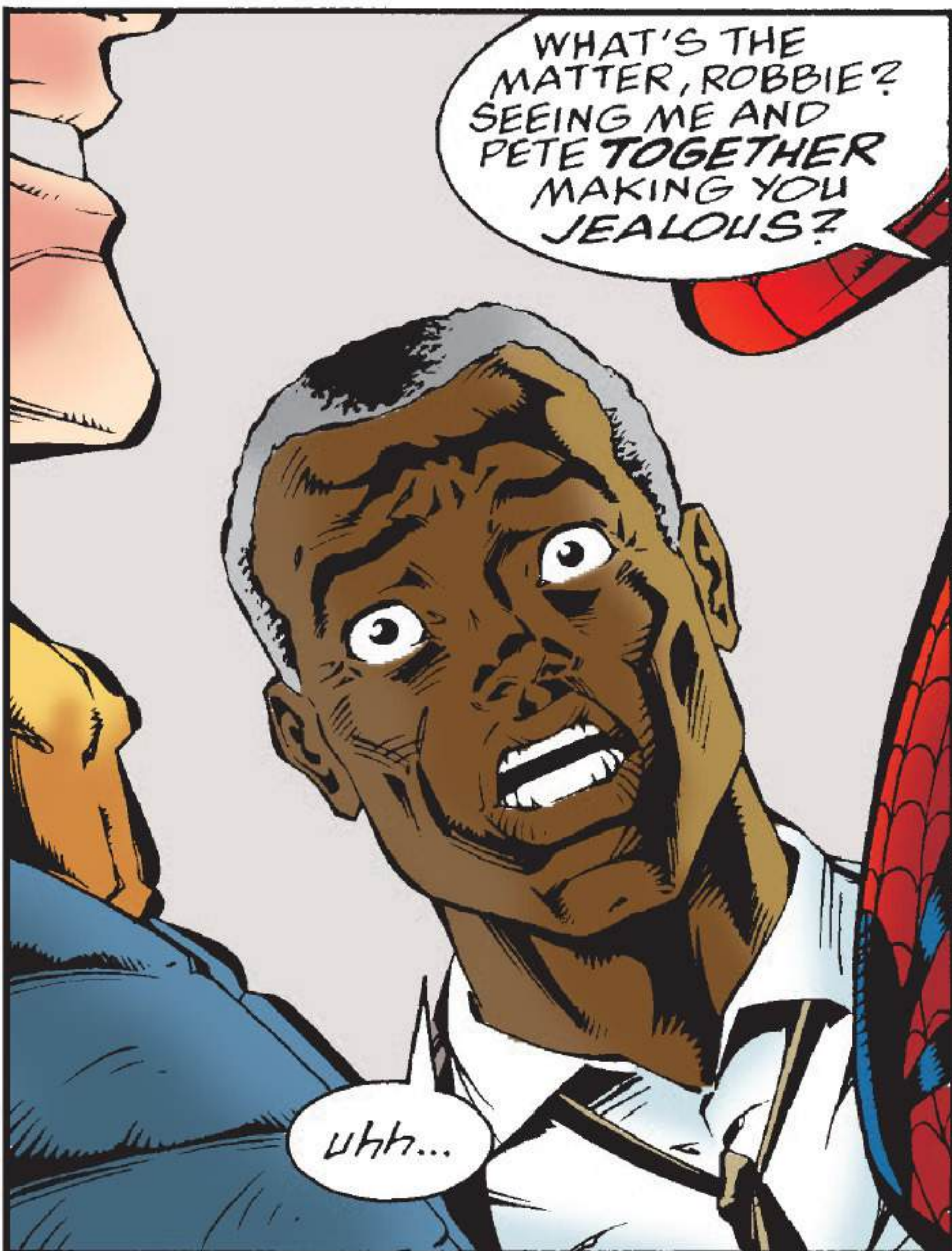


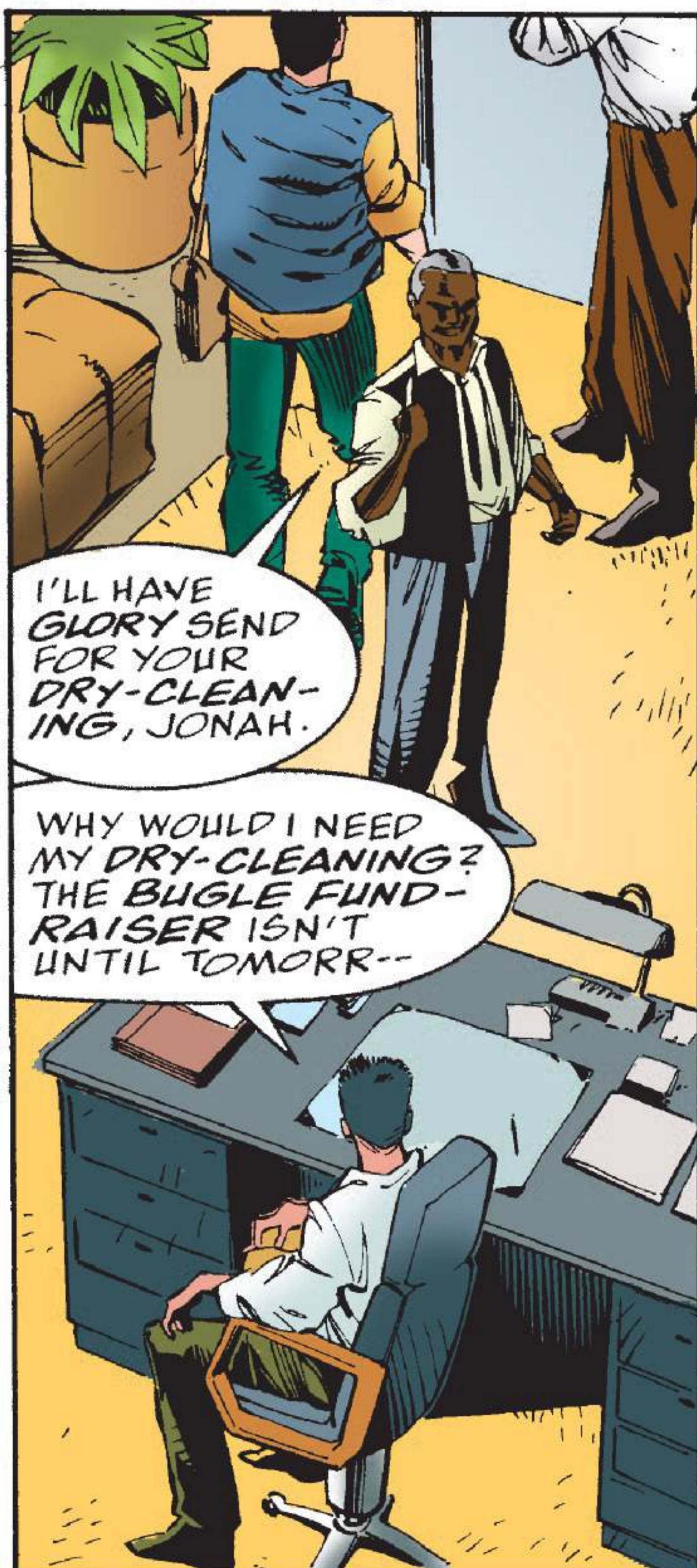
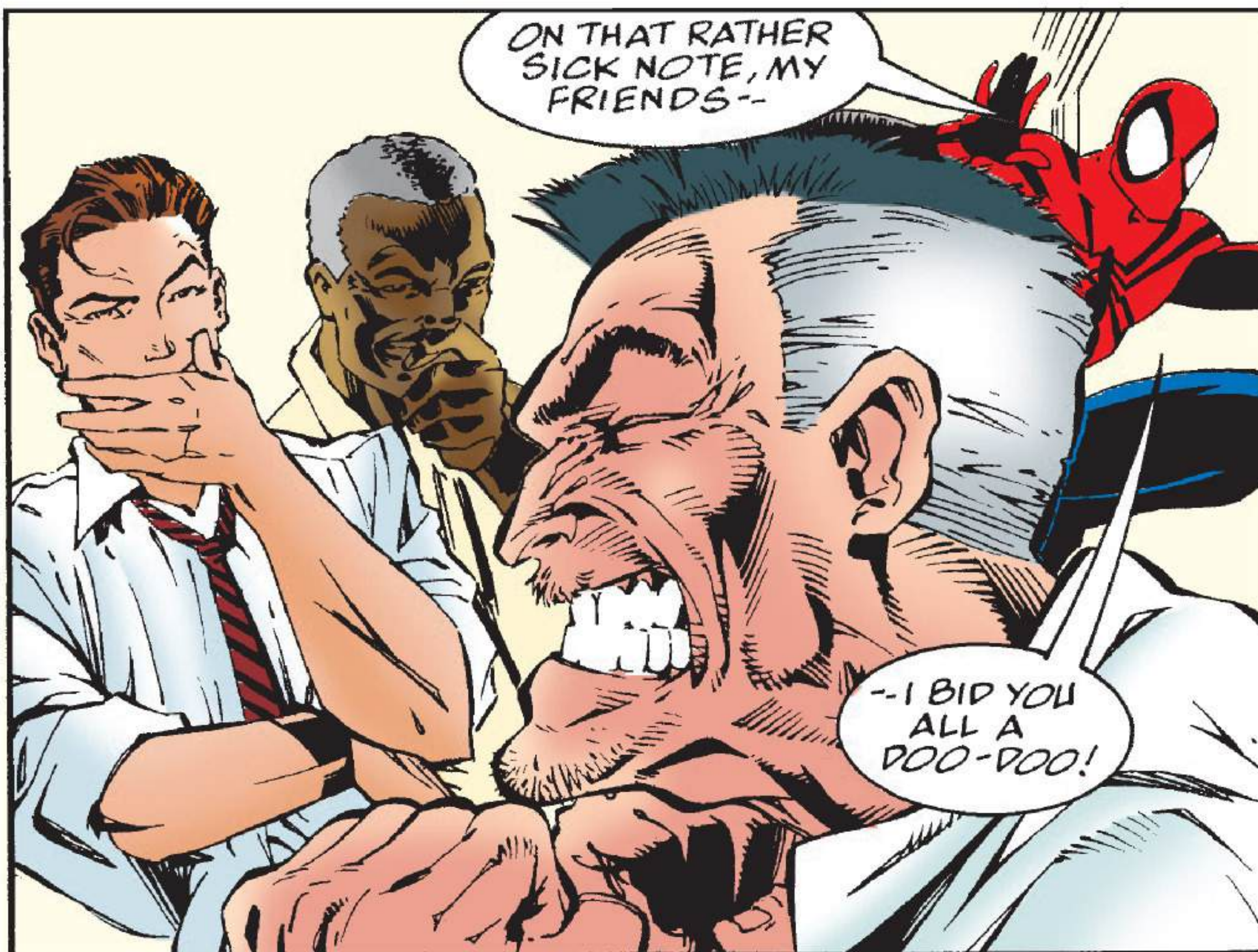
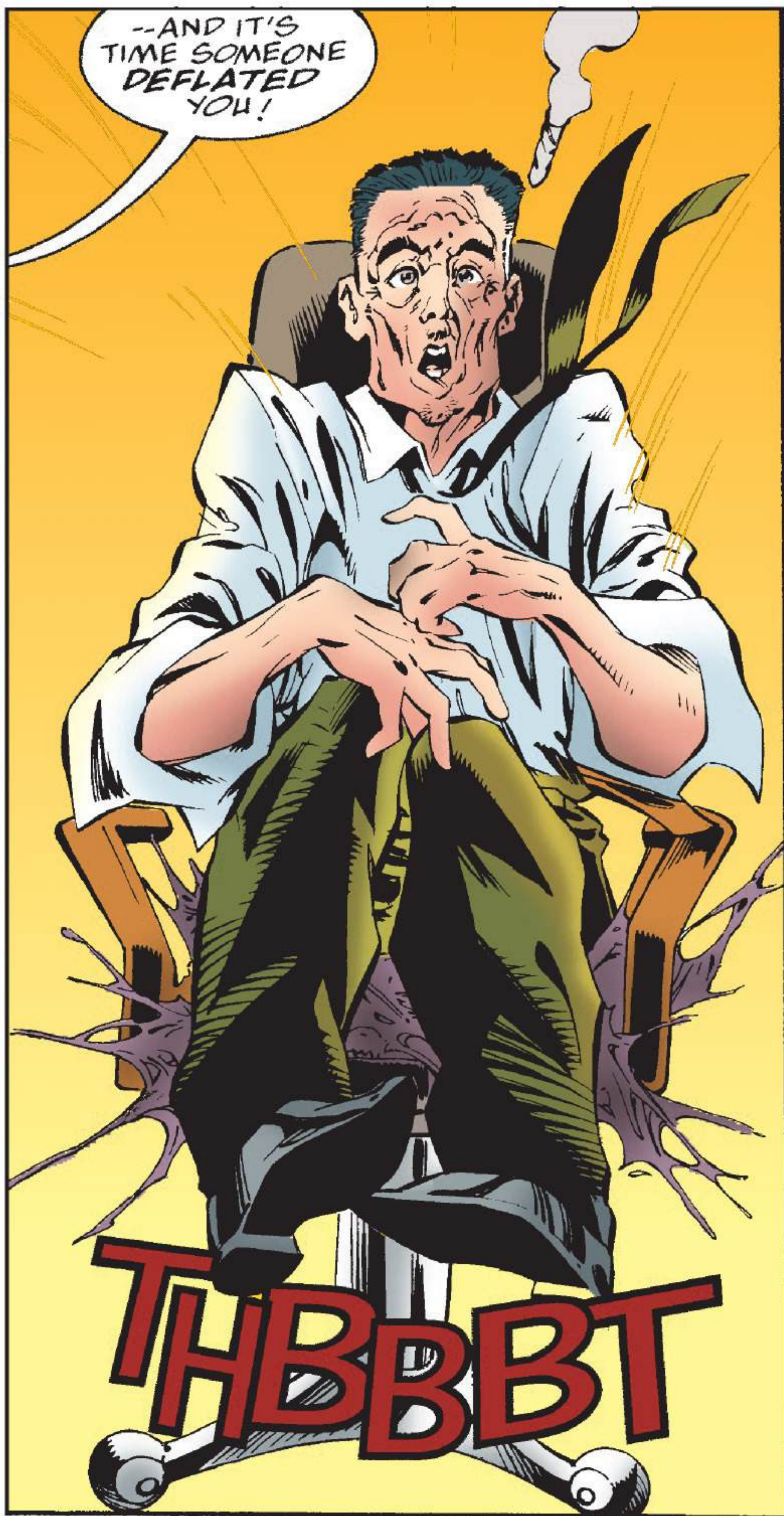
BLASTED WALL-CRAWLING MENACE DIDN'T WANT THE WEB-SLINGING COMPETITION!

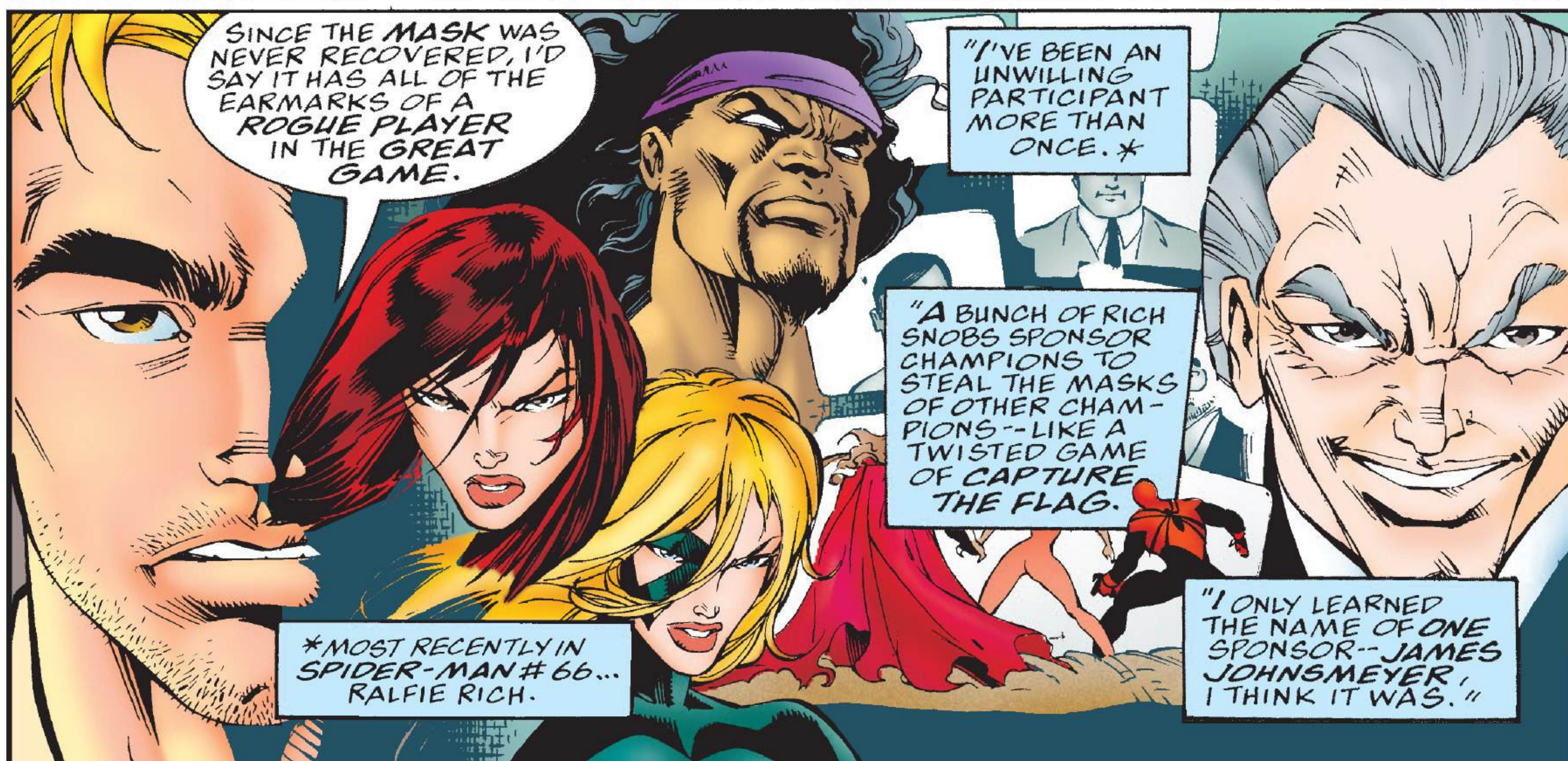
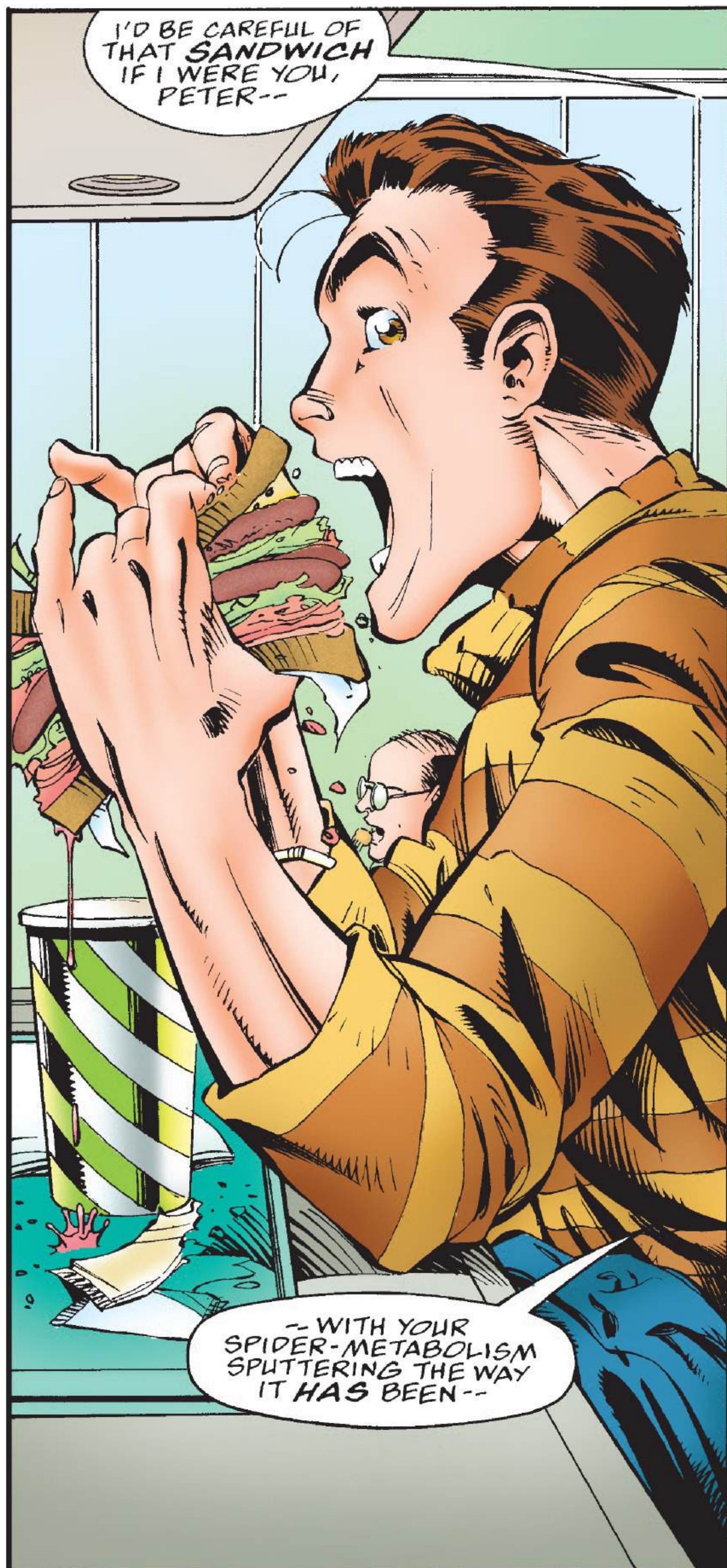


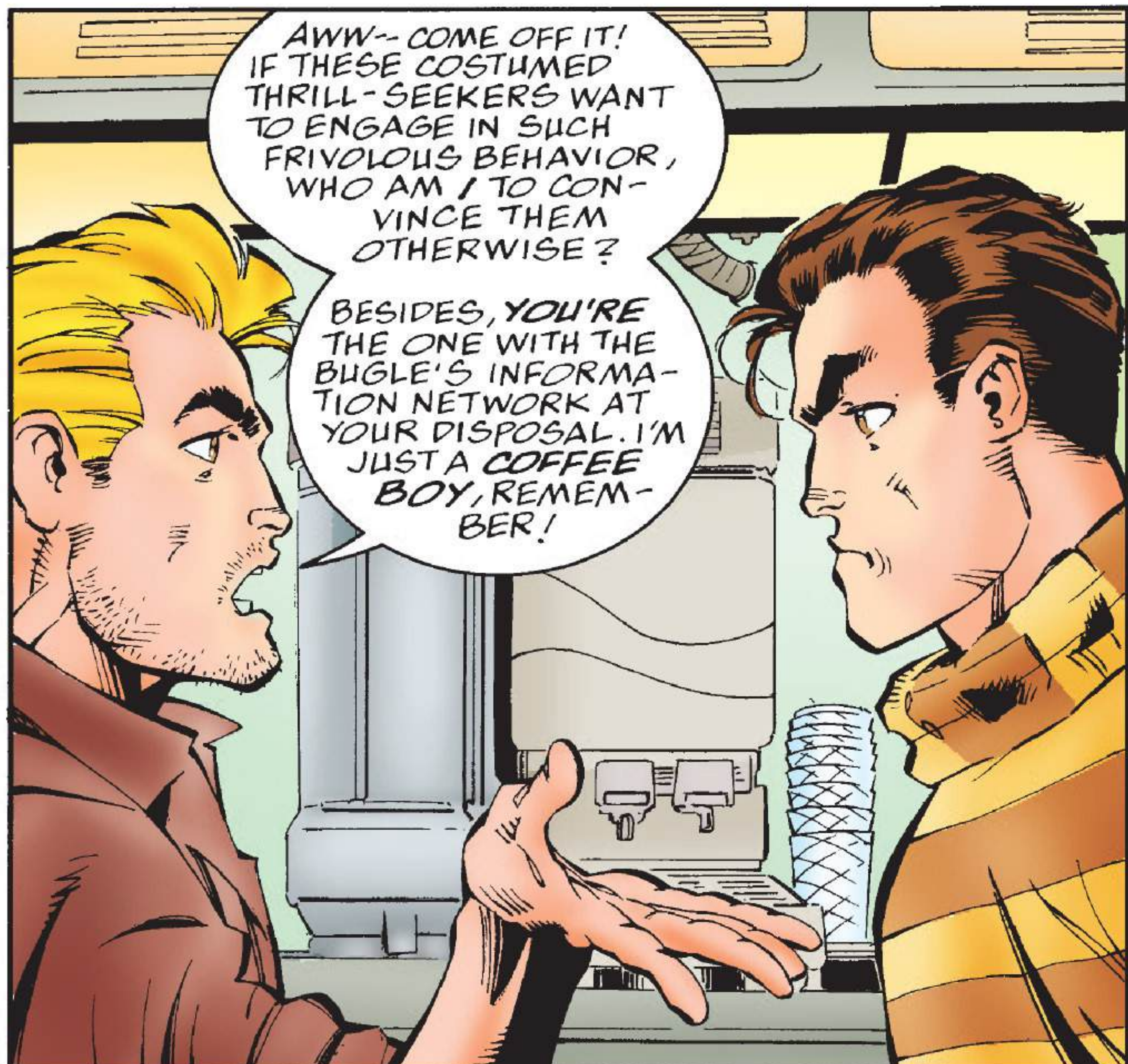
I DIDN'T MIND SHARING THE **SPOT-LIGHT**, J.J.-

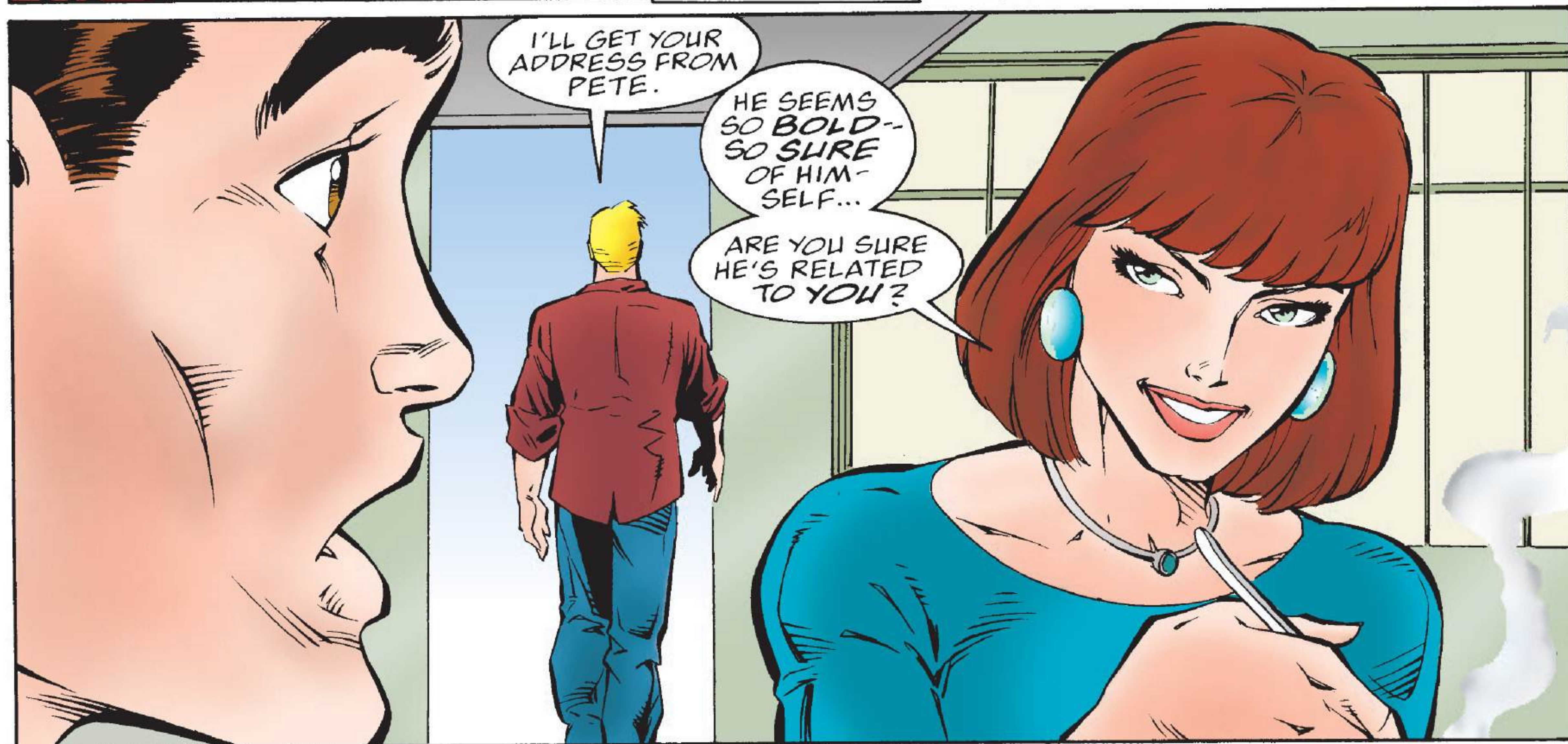
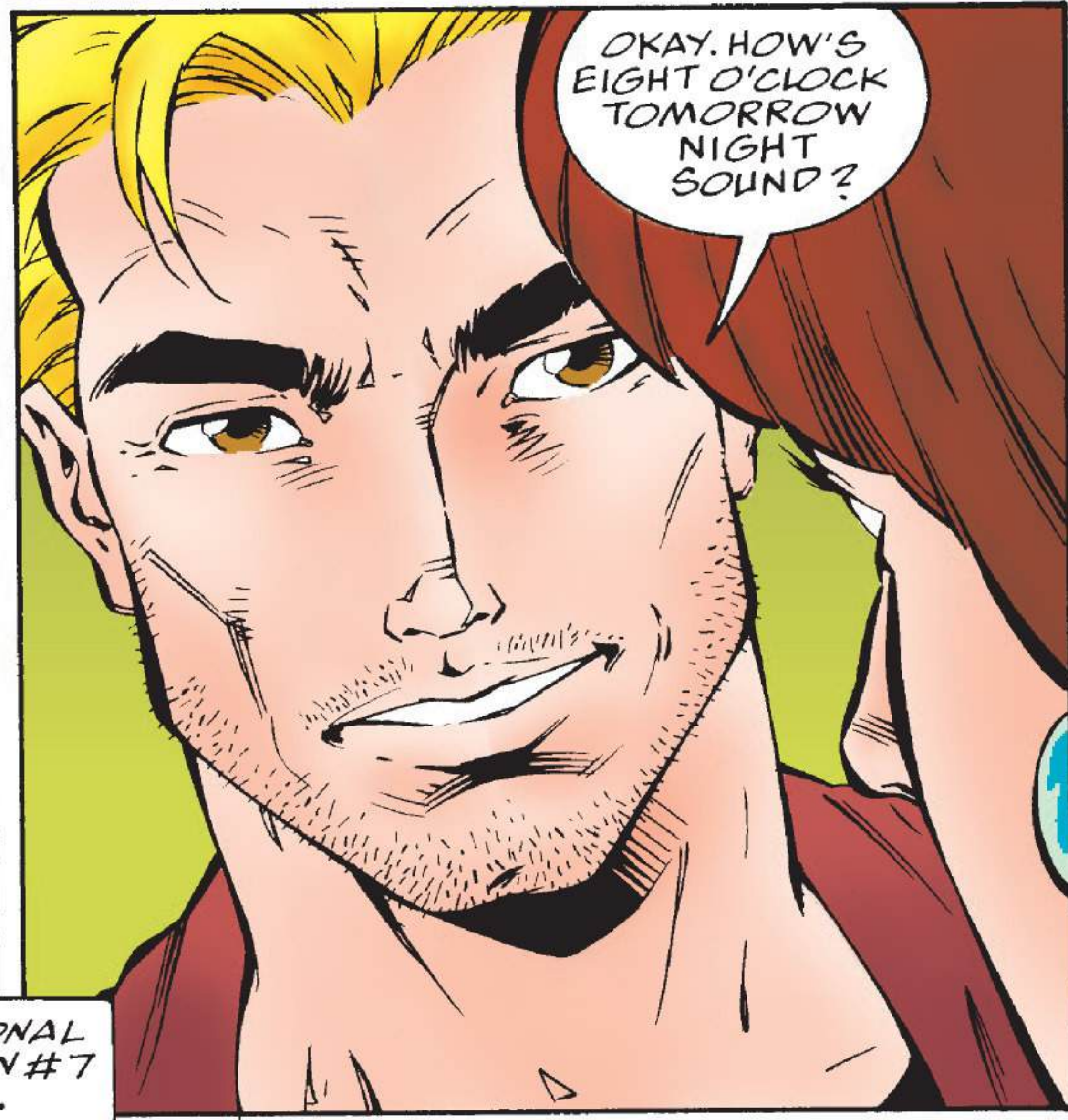
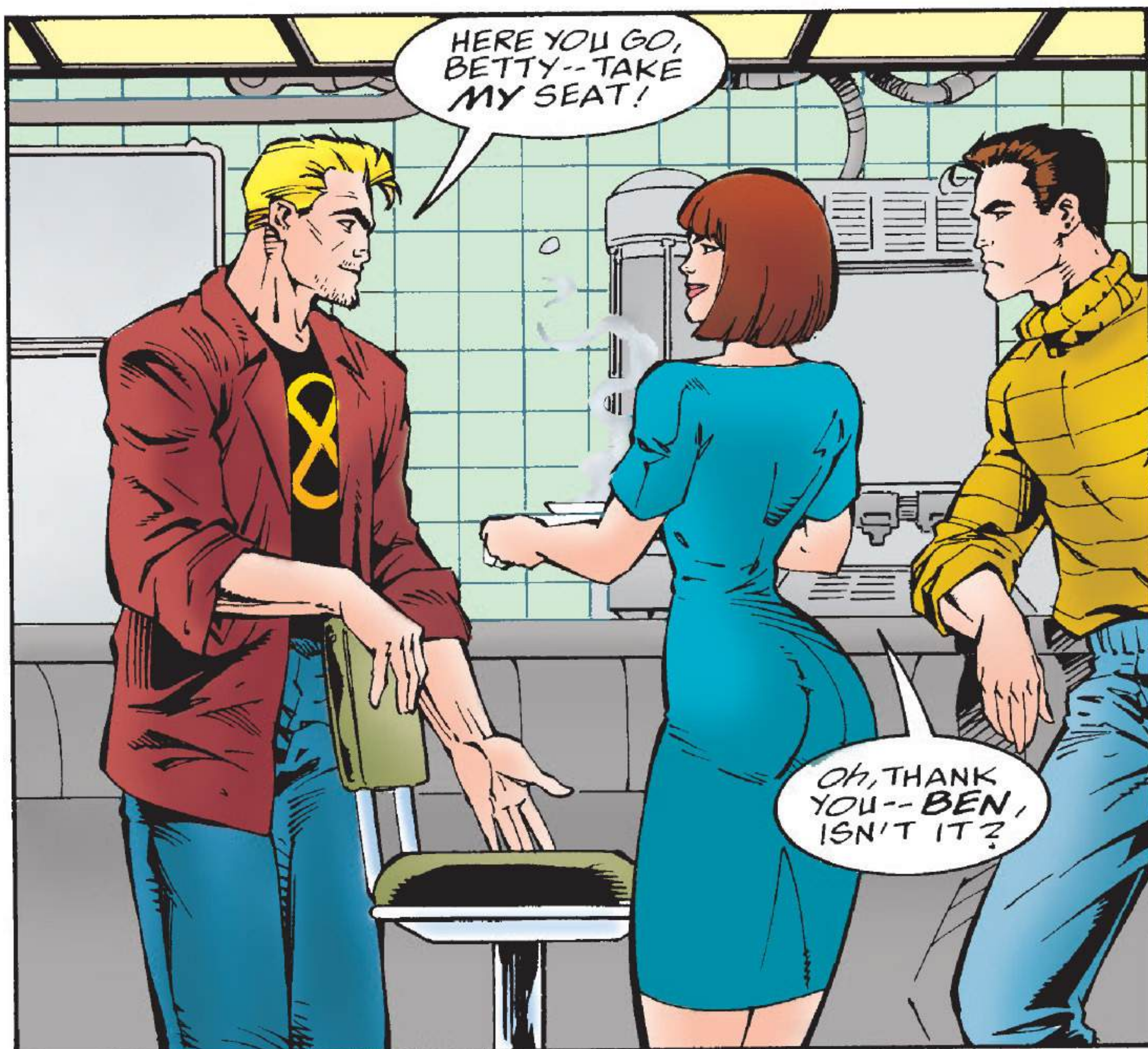




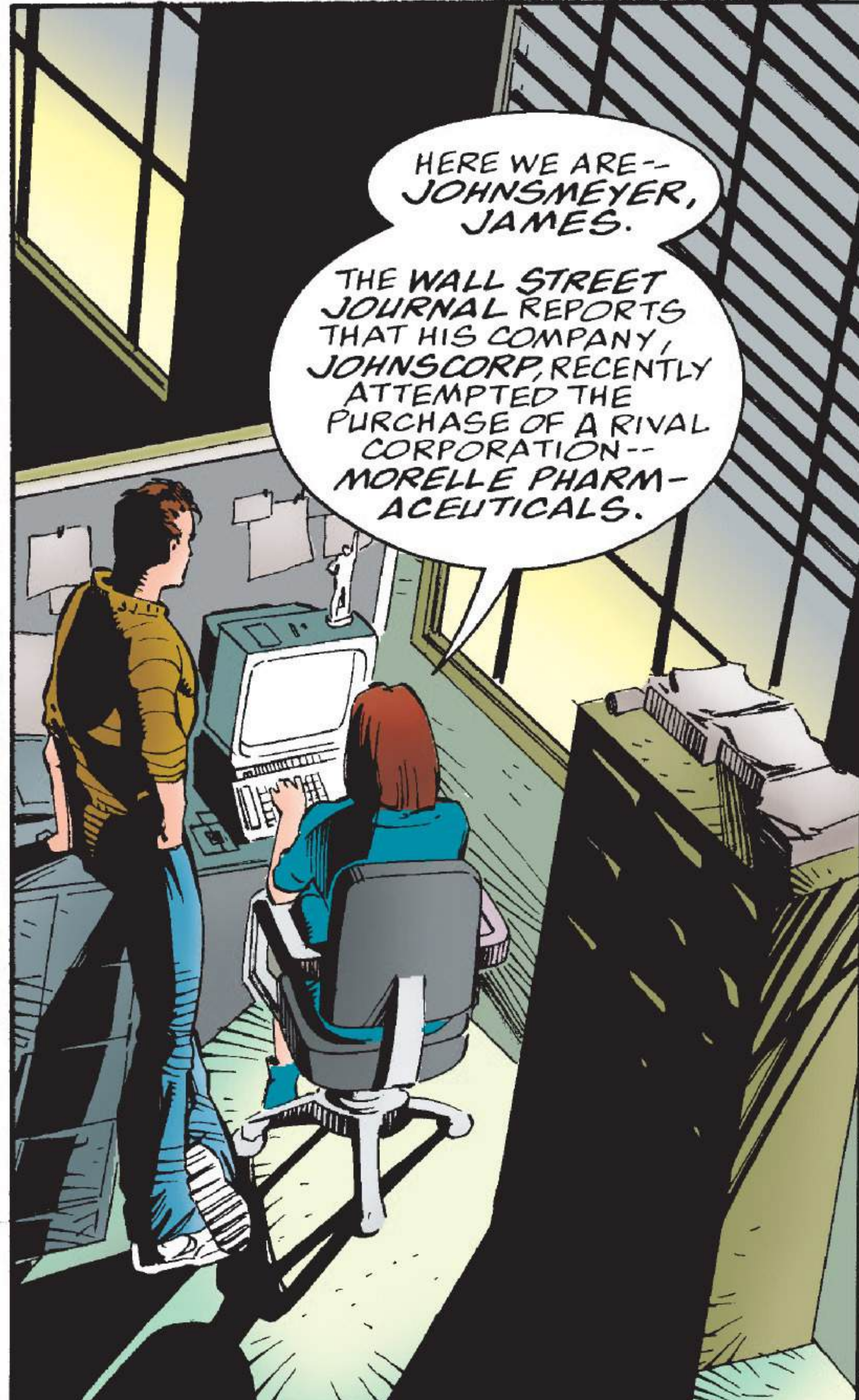


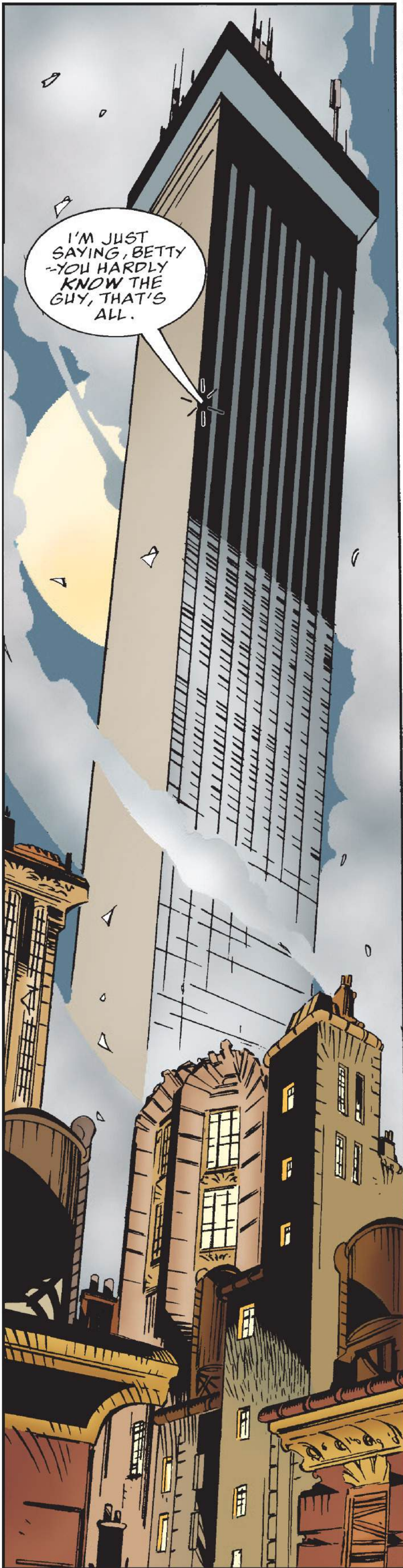






*IN SENSATIONAL SPIDER-MAN #7 -- DR. RALF.





I'M JUST SAYING, BETTY -- YOU HARDLY KNOW THE GUY, THAT'S ALL.

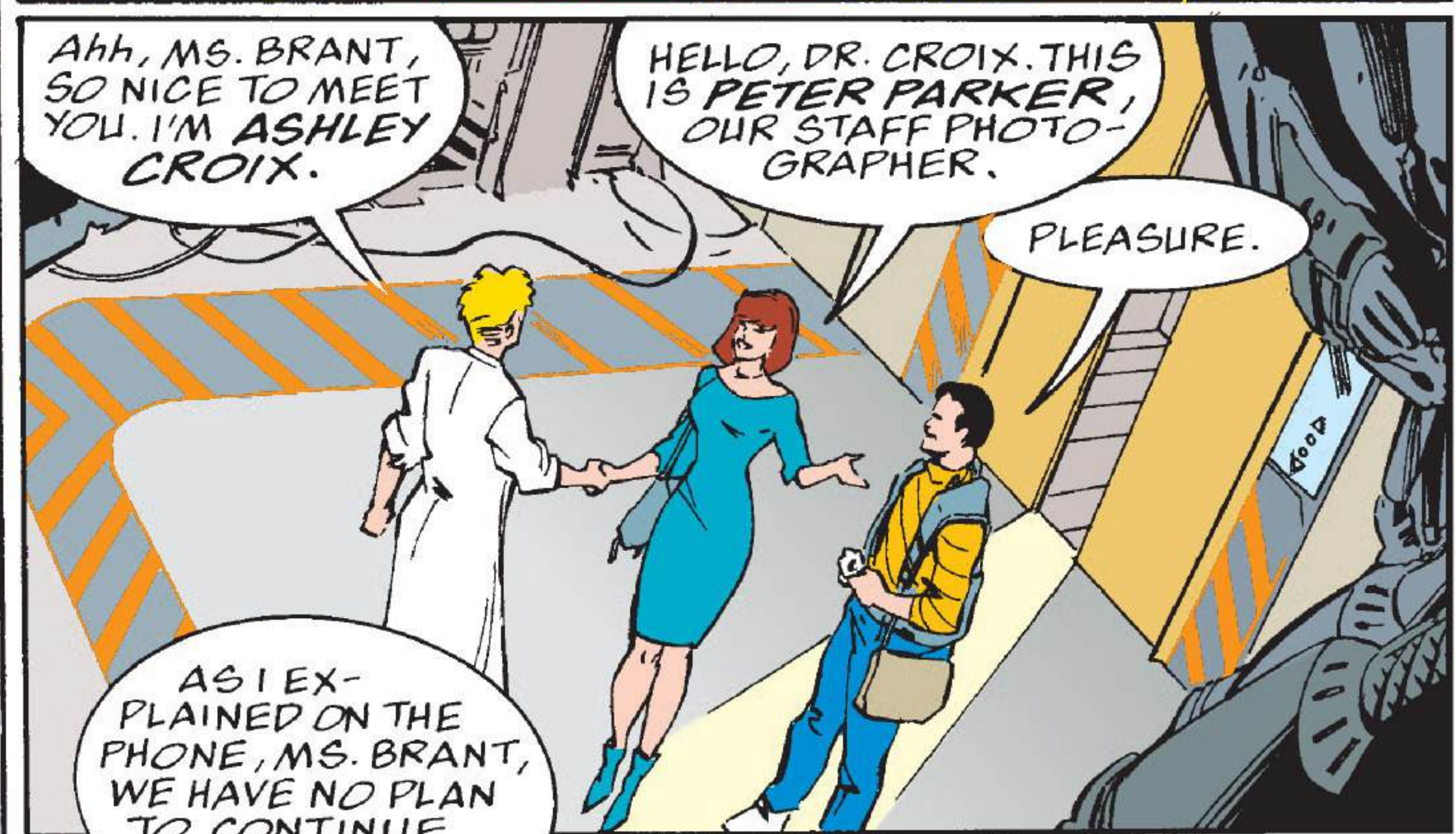


I MEAN, SURE HE'S MY COUSIN AND ALL, BUT WE HAVEN'T SEEN EACH OTHER IN FIVE YEARS.

WHAT'S THE MATTER, PETER--



-- JEALOUS?



AHH, MS. BRANT, SO NICE TO MEET YOU. I'M ASHLEY CROIX.

HELLO, DR. CROIX. THIS IS PETER PARKER, OUR STAFF PHOTOGRAPHER.

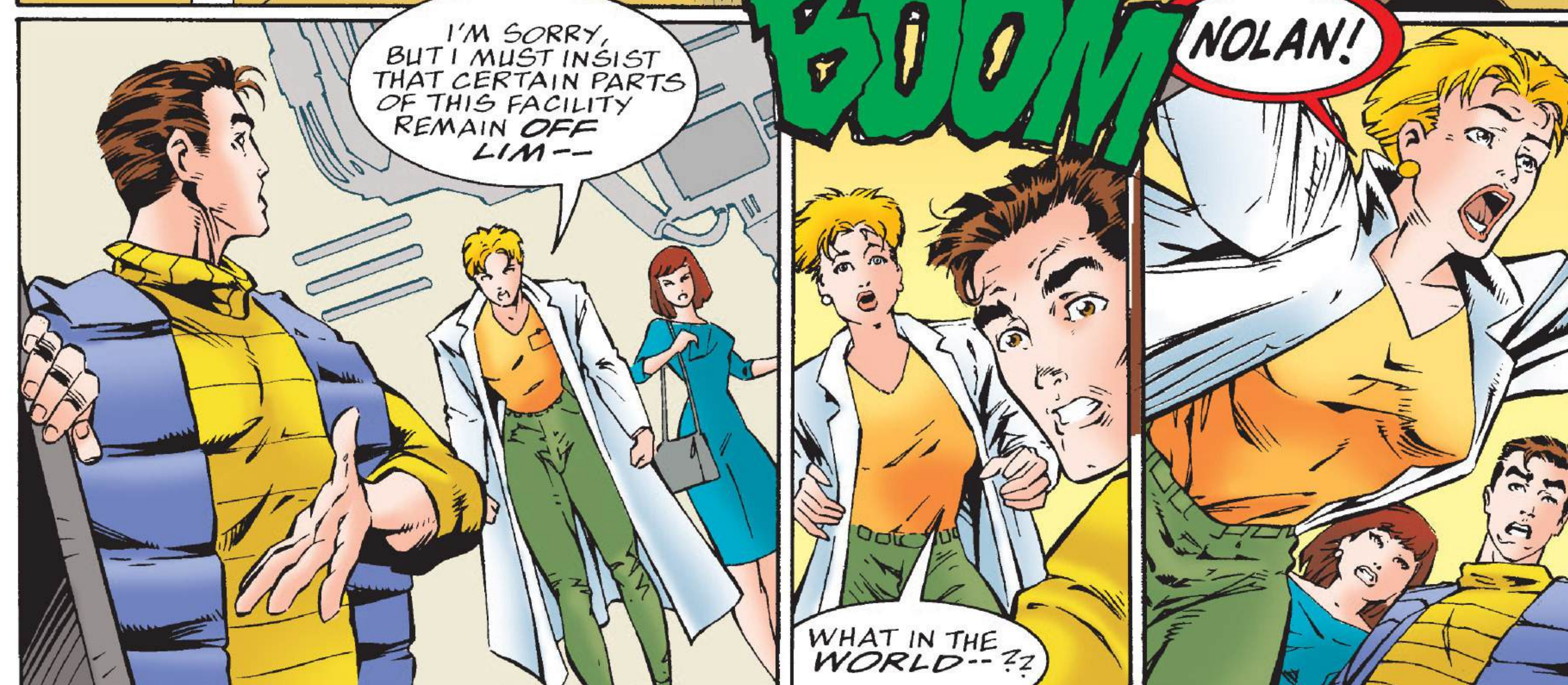
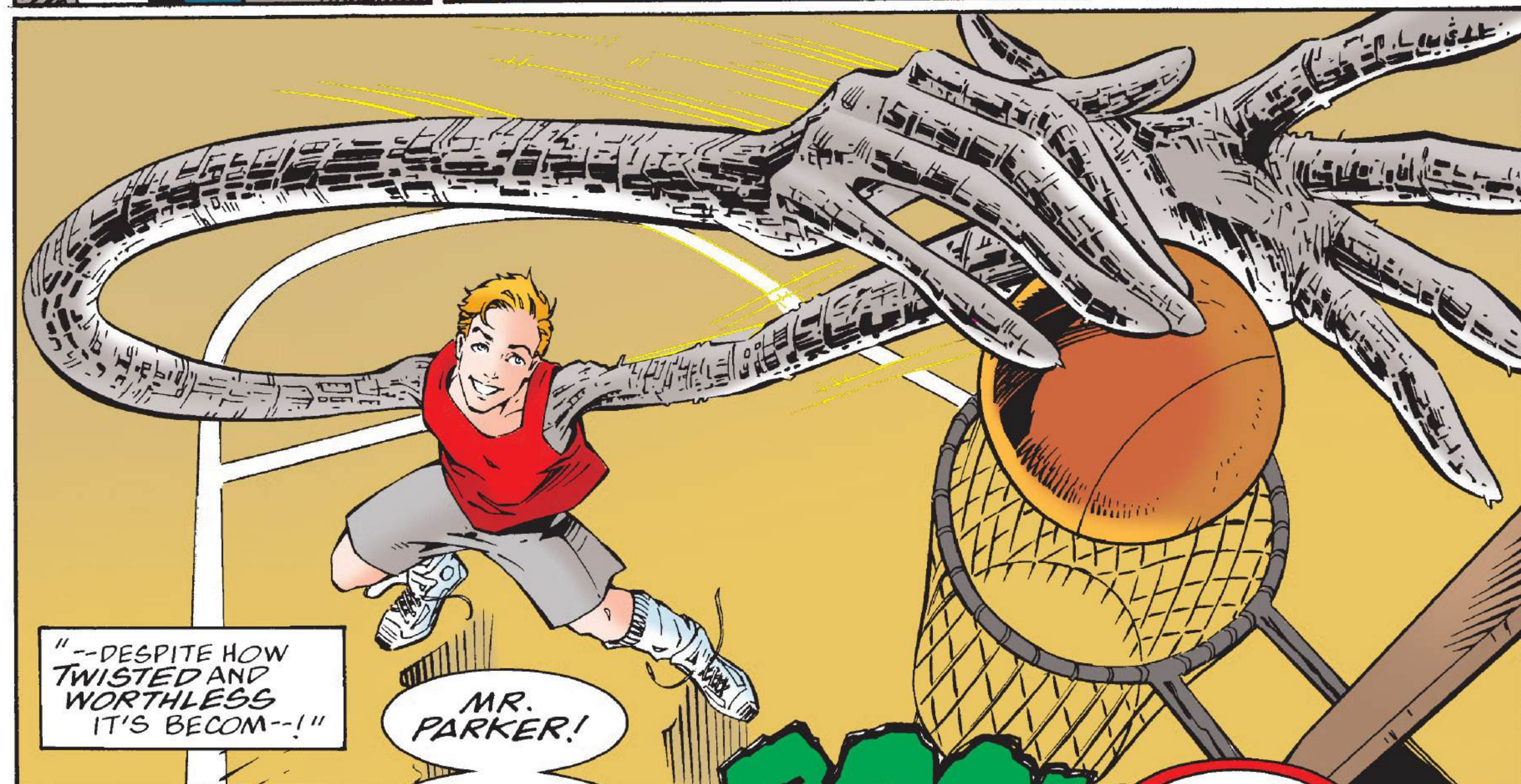
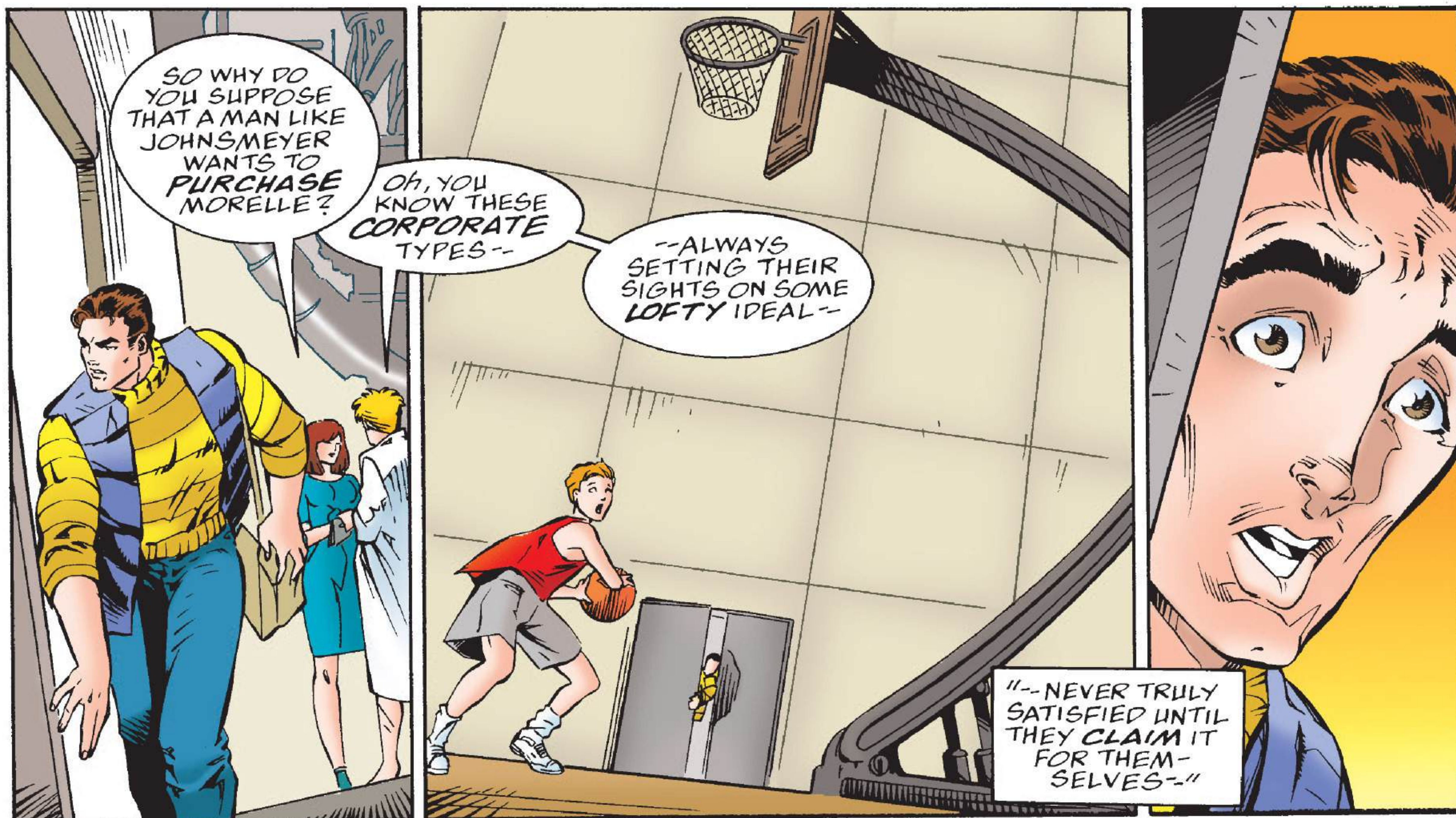
PLEASURE.

AS I EXPLAINED ON THE PHONE, MS. BRANT, WE HAVE NO PLAN TO CONTINUE PROJECT: SHARKSKIN.

SKIN GRAFTS, NANOTECHNOLOGY. THAT SORT OF THING...



WHAT LITTLE PROGRESS WE MADE DIED WITH MY HUSBAND.





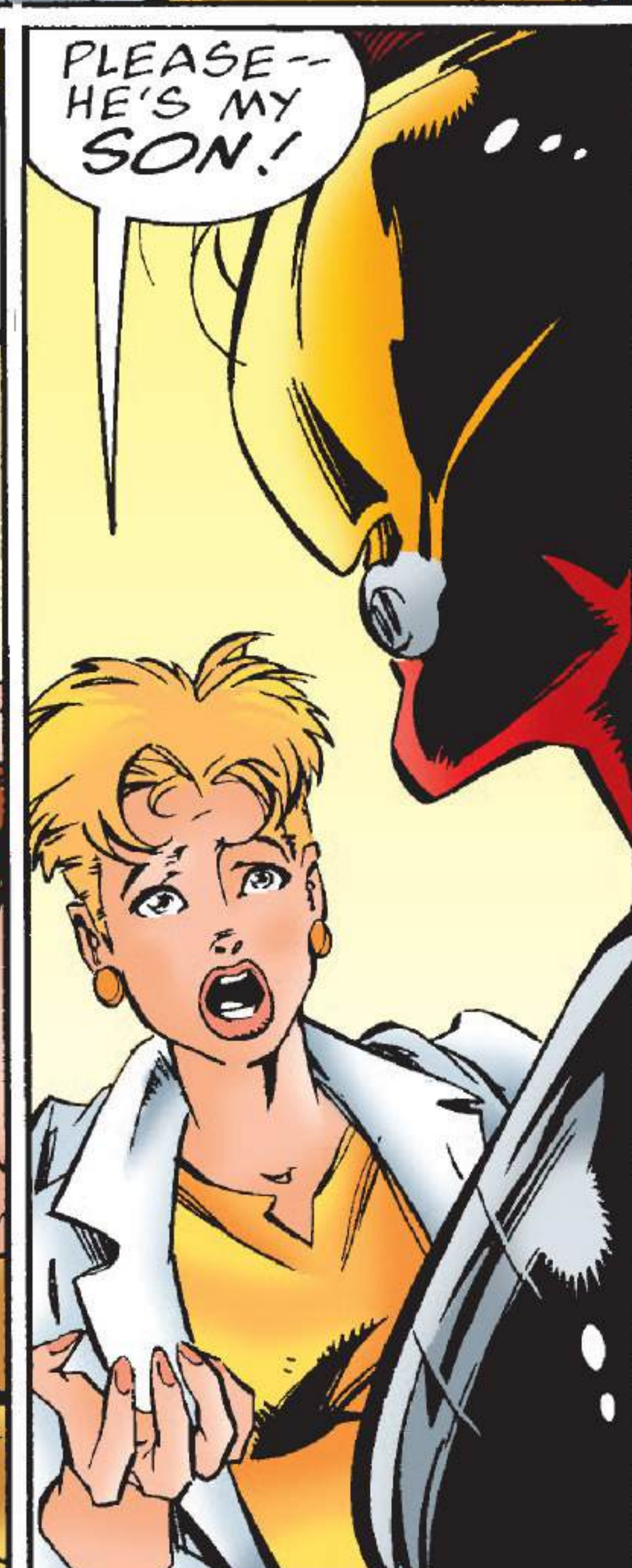
MOM!
HEEELP!

FOR HIS
OWN SAKE, I
SUGGEST YOU
IGNORE
THE BOY'S
PLEAS!

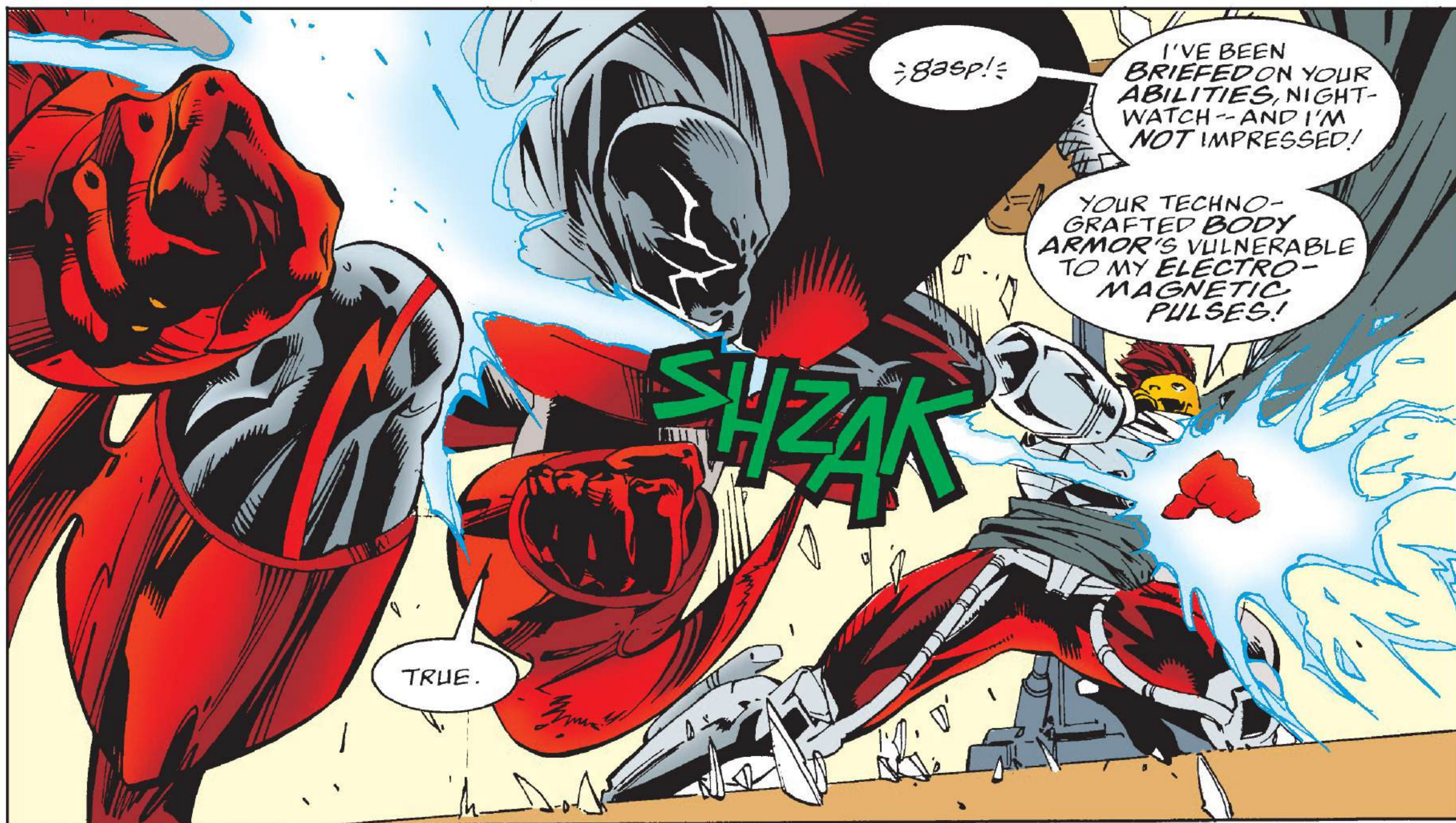
HE HAS BEEN
DECLARED A PRIZE
IN THE GREAT
GAME--

--AND NO PRIZE
ESCAPES THE
ELECTROMAGNETIC
CLUTCHES OF--

POLESTAR!

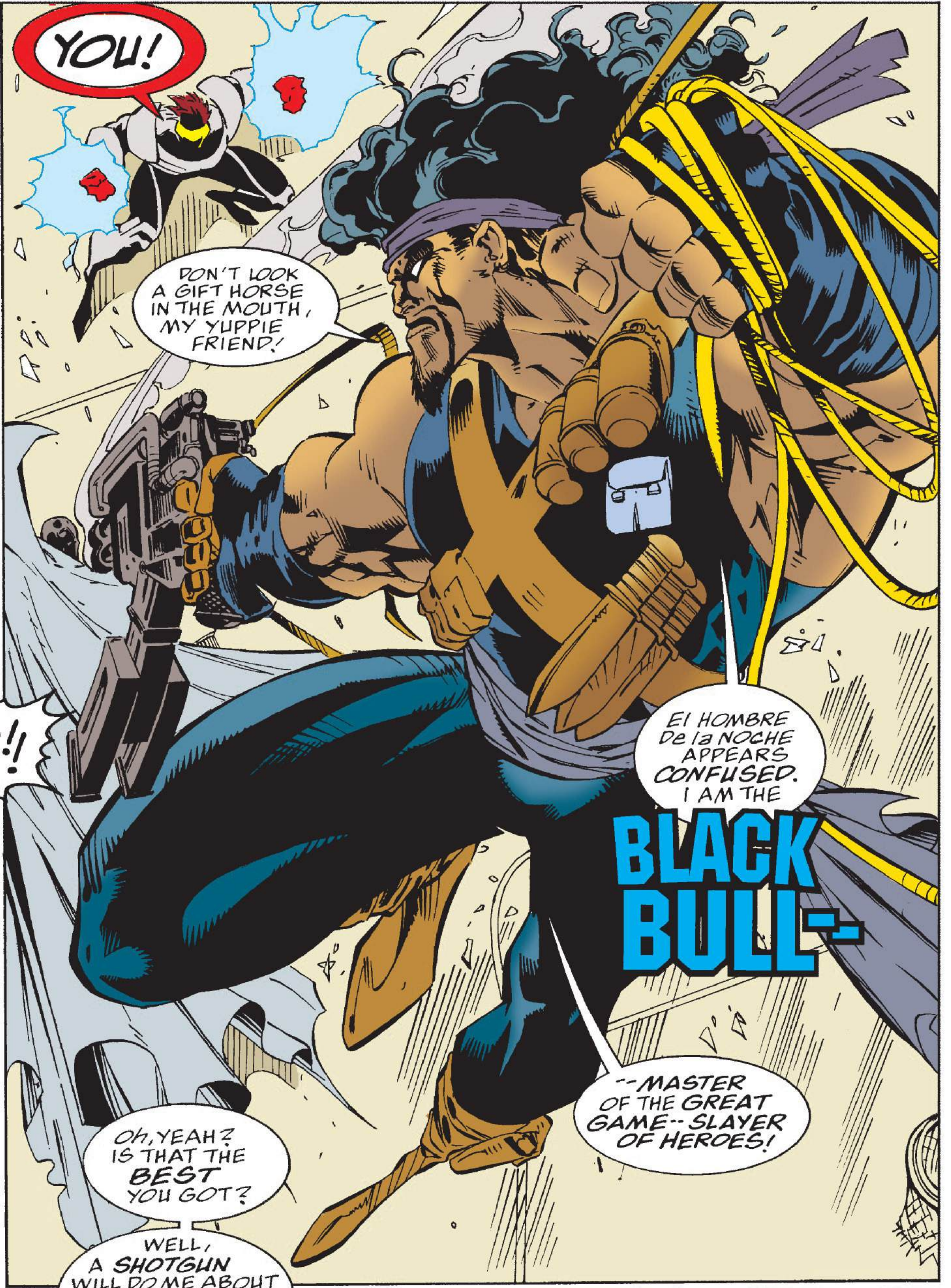








ARRR!!



YOU!

DON'T LOOK
A GIFT HORSE
IN THE MOUTH,
MY YUPPIE
FRIEND!

EI HOMBRE
DE LA NOCHE
APPEARS
CONFUSED.
I AM THE

**BLACK
BULL--**

-- MASTER
OF THE GREAT
GAME-- SLAYER
OF HEROES!

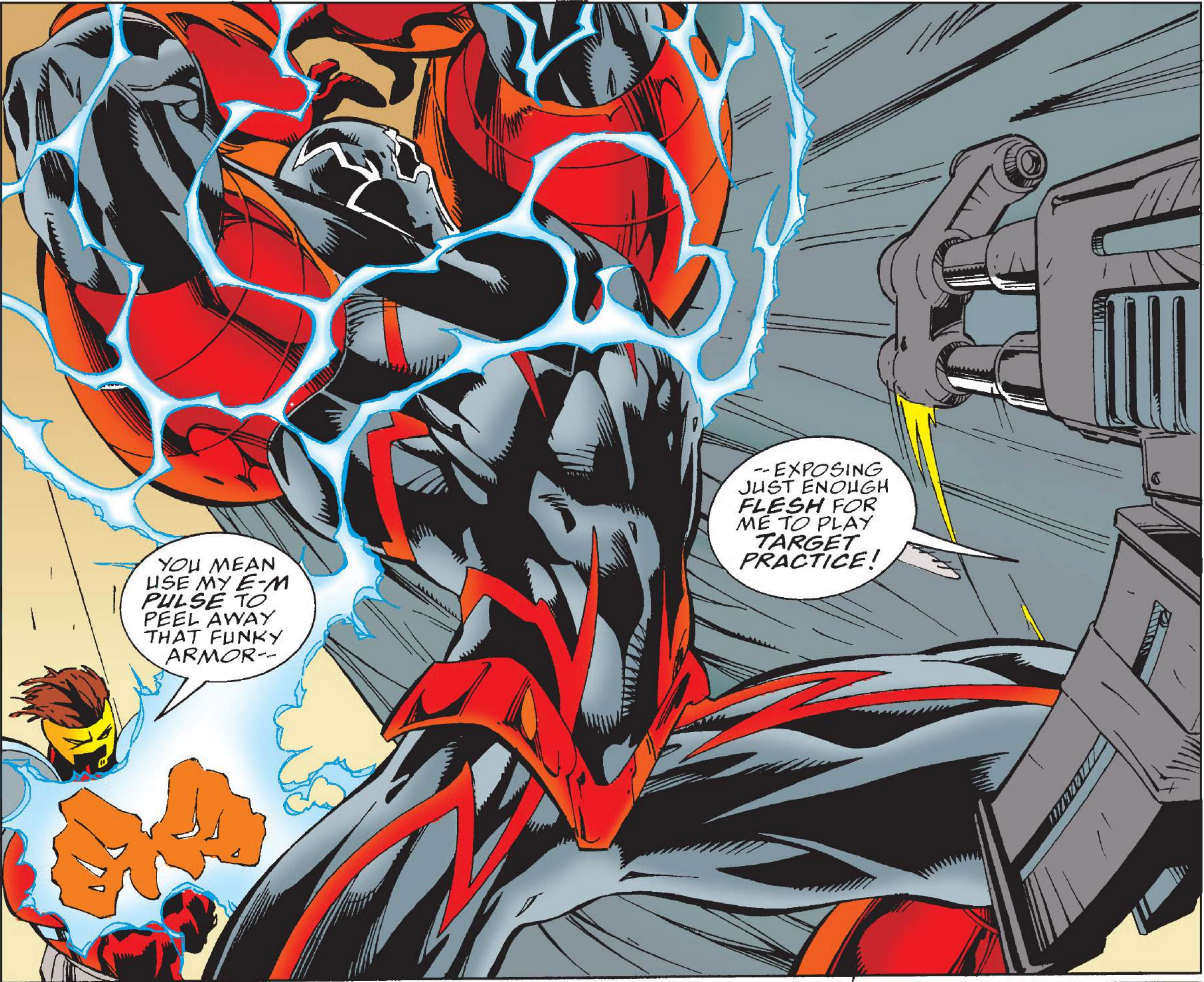
OH, YEAH?
IS THAT THE
BEST
YOU GOT?

WELL,
A **SHOTGUN**
WILL DO ME ABOUT
AS MUCH HARM
AS **POLESTAR'S**
BLAST.

PERHAPS.

BUT WHAT IF WE
WERE TO **COMBINE**
OUR ASSAULT?





YOU MEAN
USE MY E-M
PULSE TO
PEEL AWAY
THAT FUNKY
ARMOR--

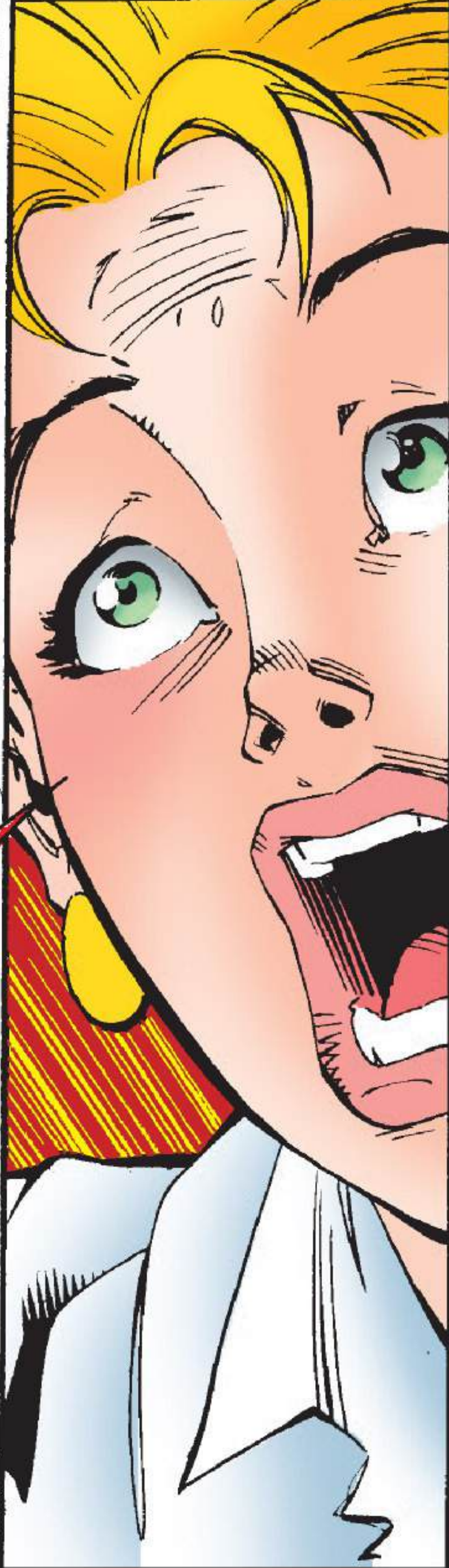
--EXPOSING
JUST ENOUGH
FLESH FOR
ME TO PLAY
TARGET
PRACTICE!



NIGHT-NIGHT,
NIGHTWATCH.

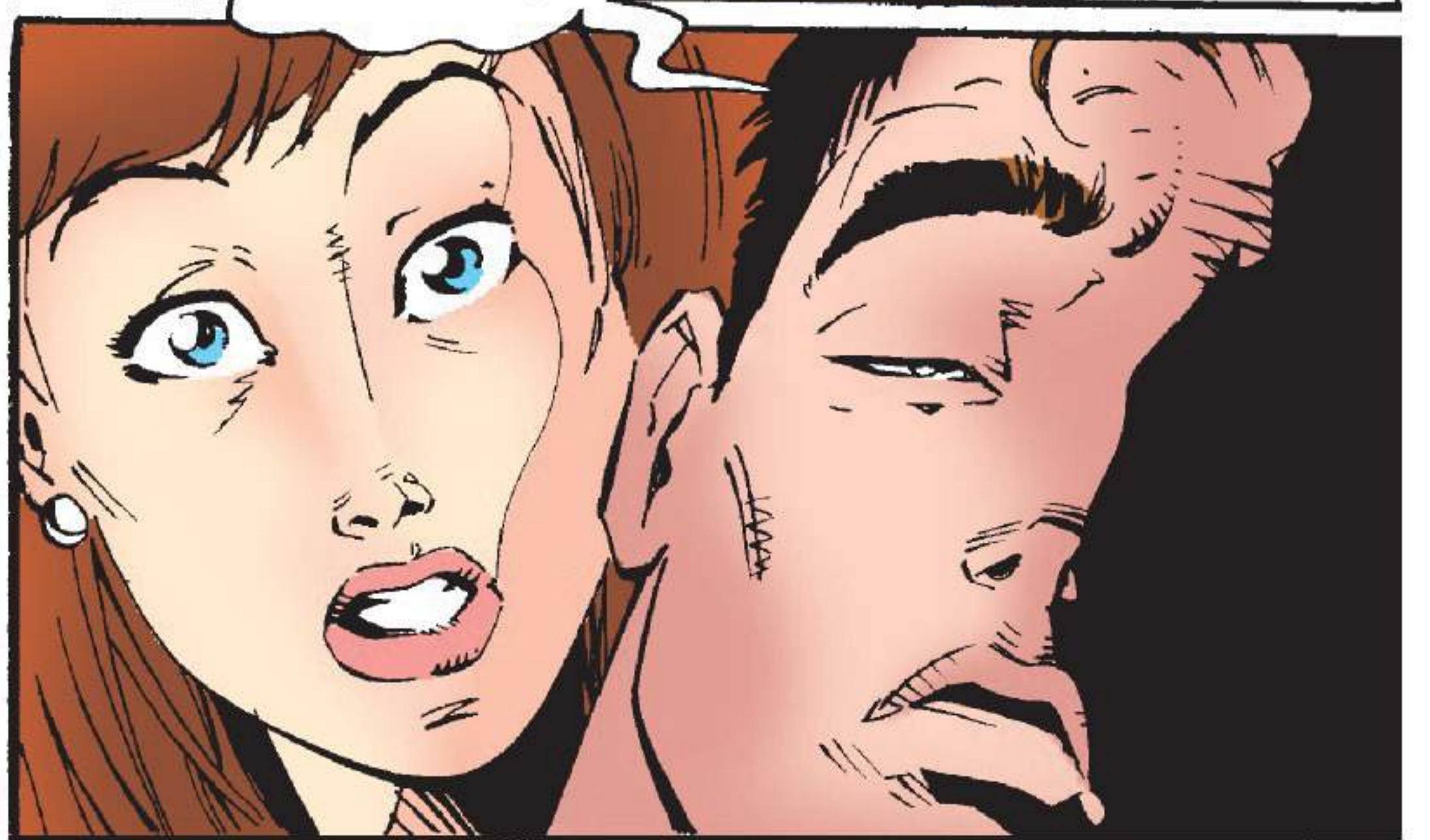
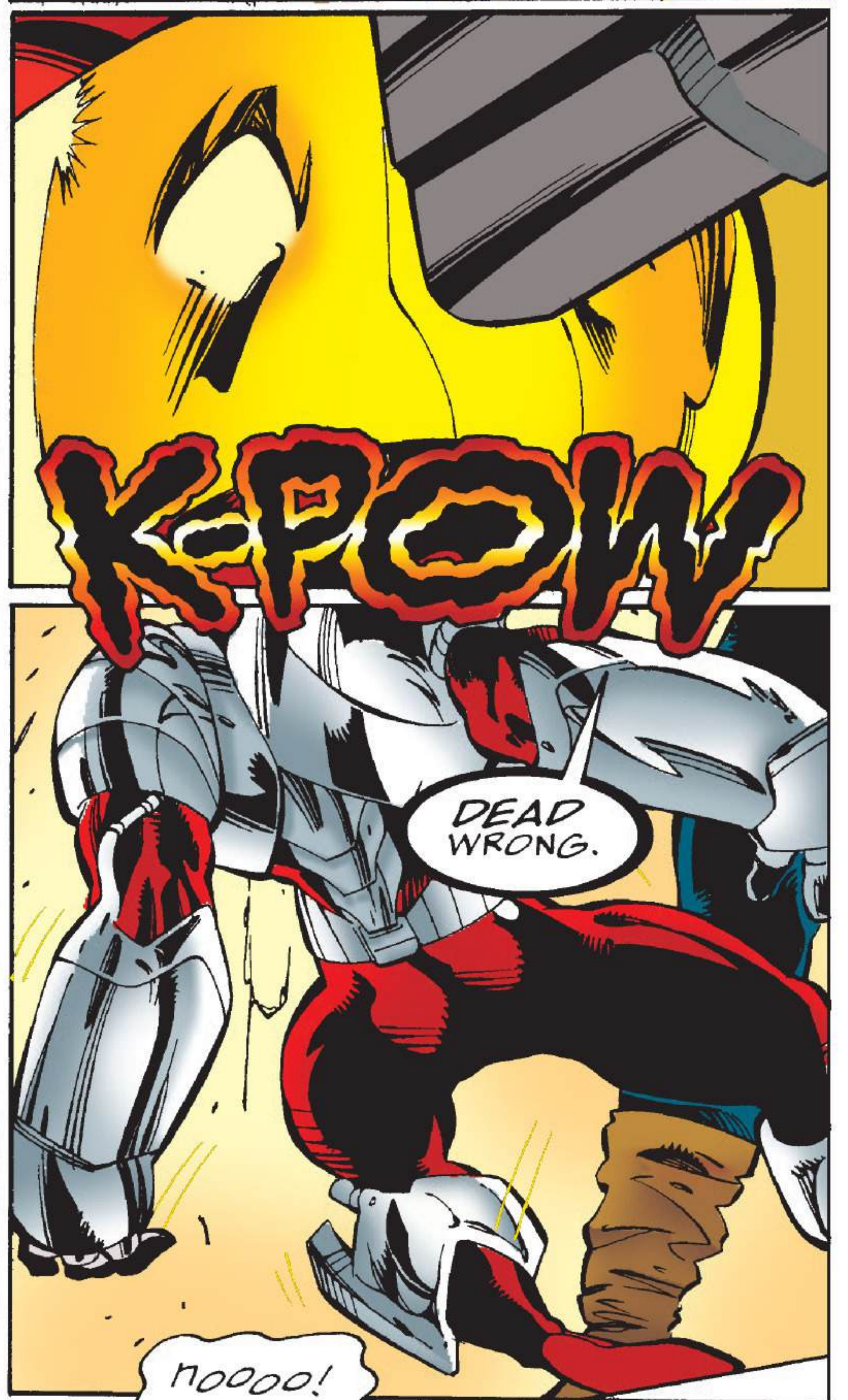
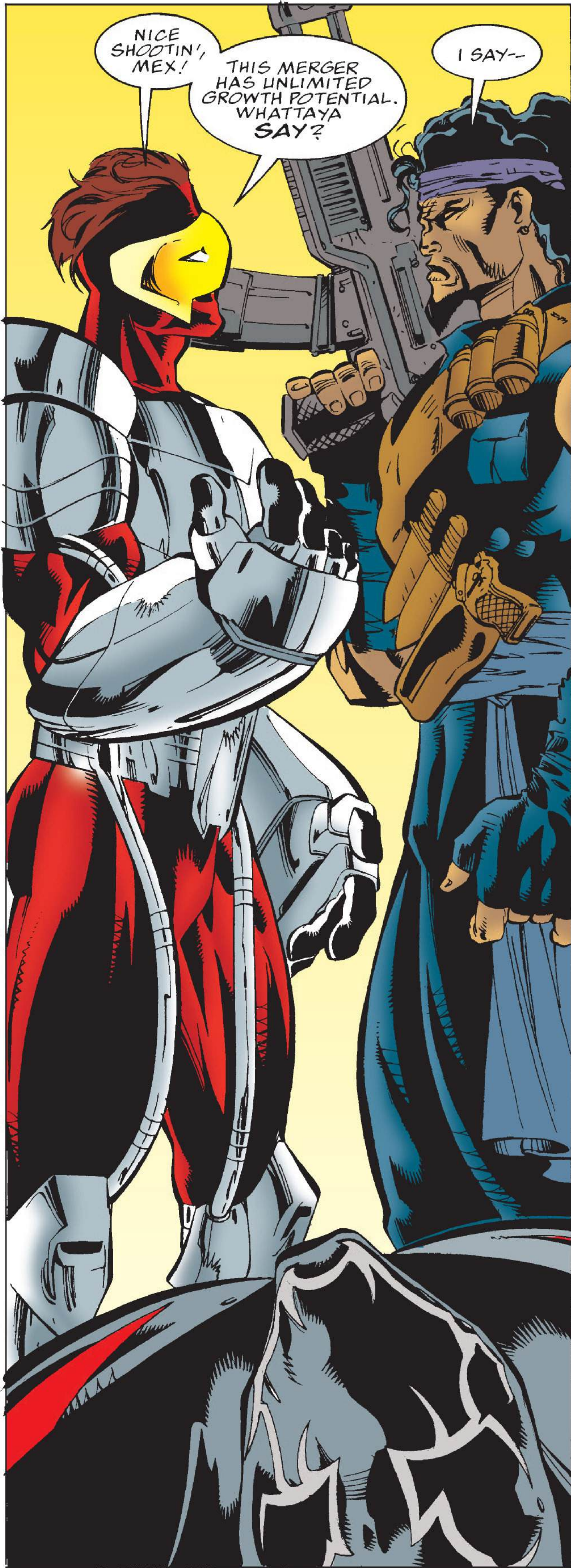


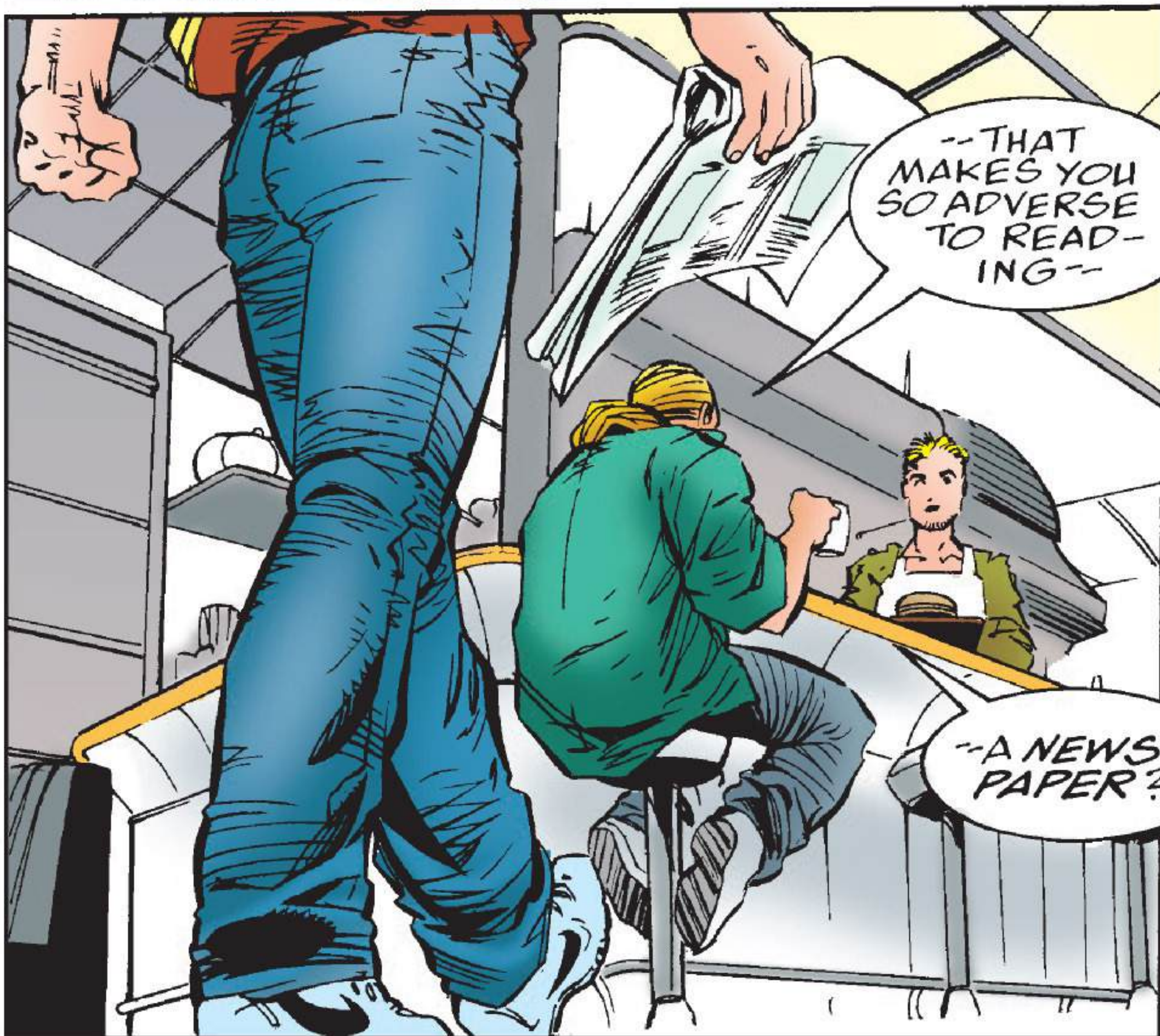
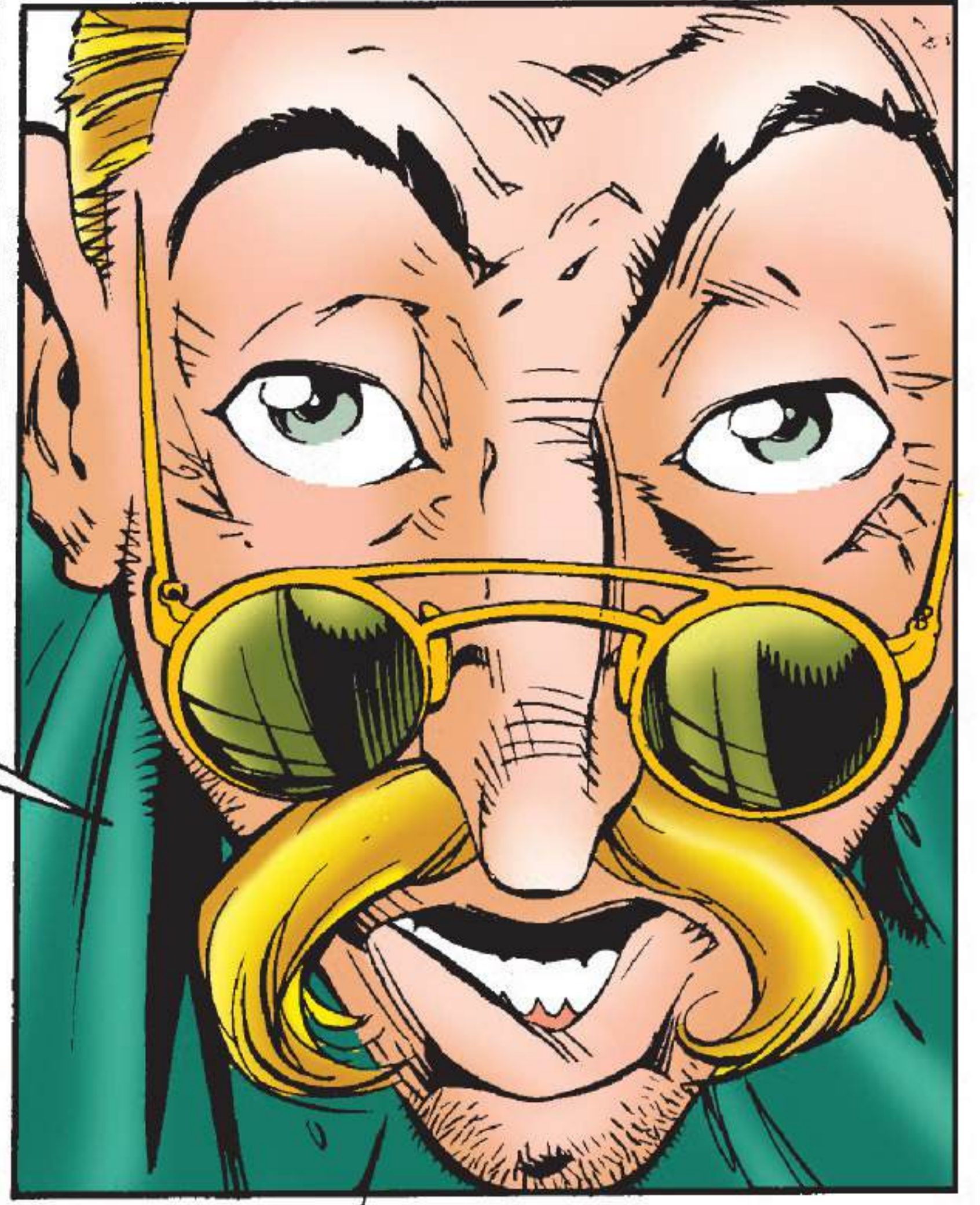
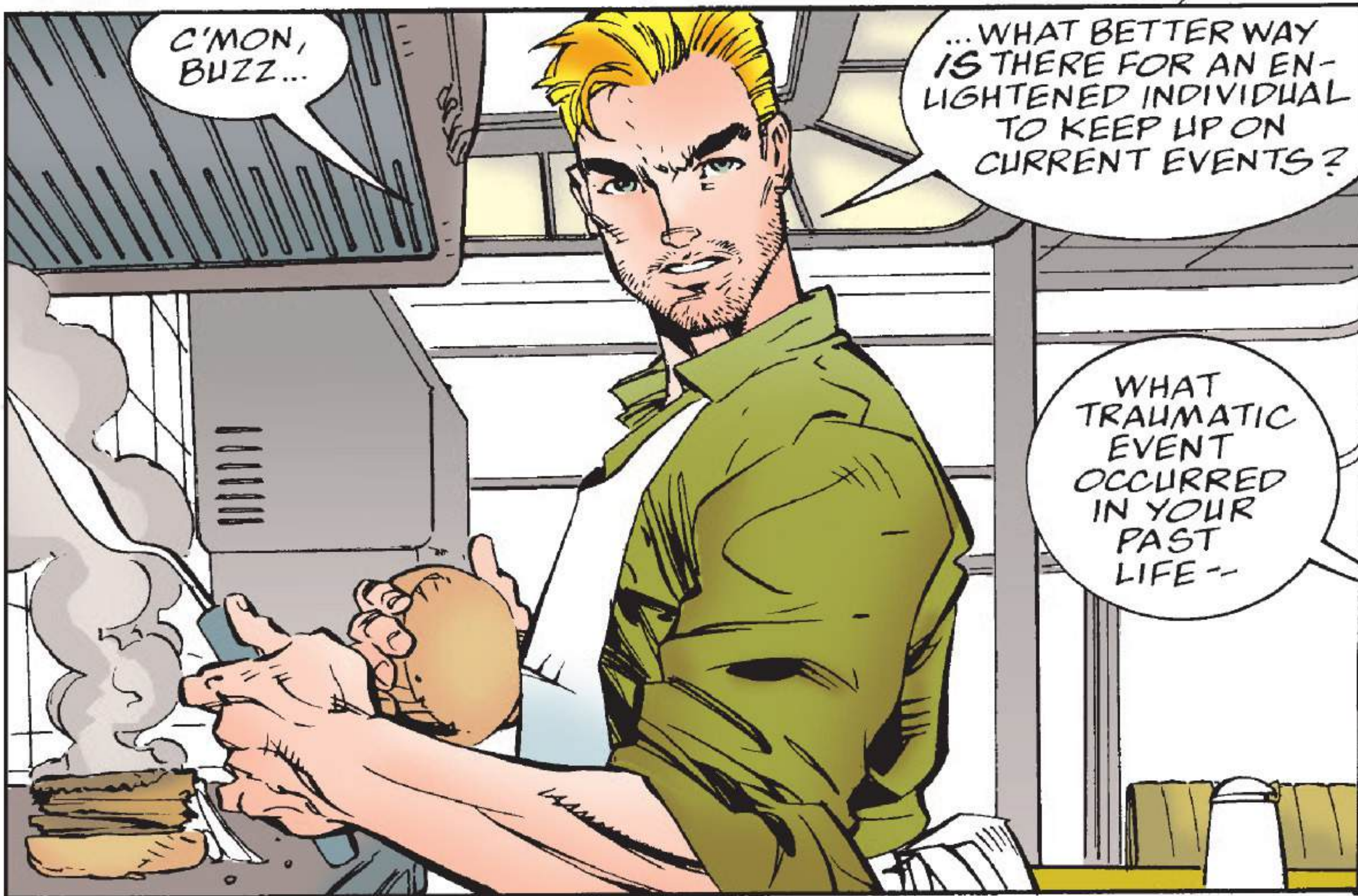
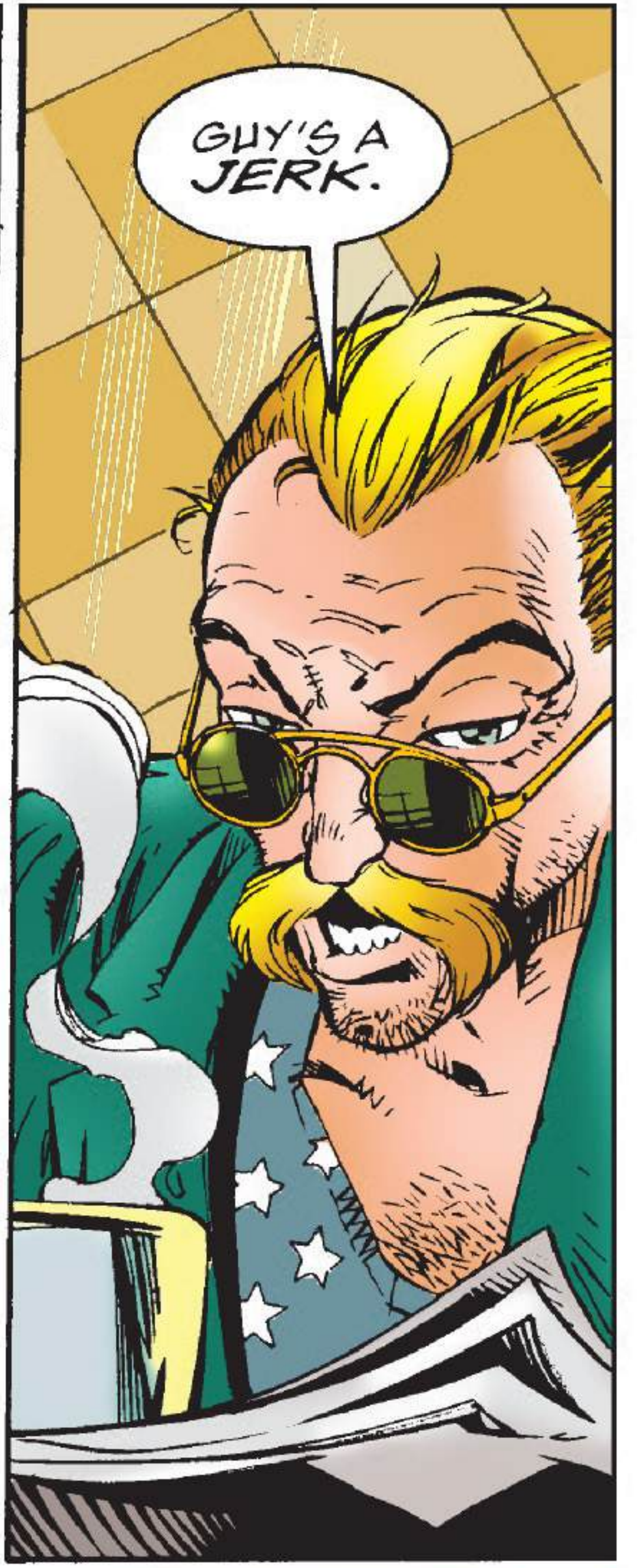
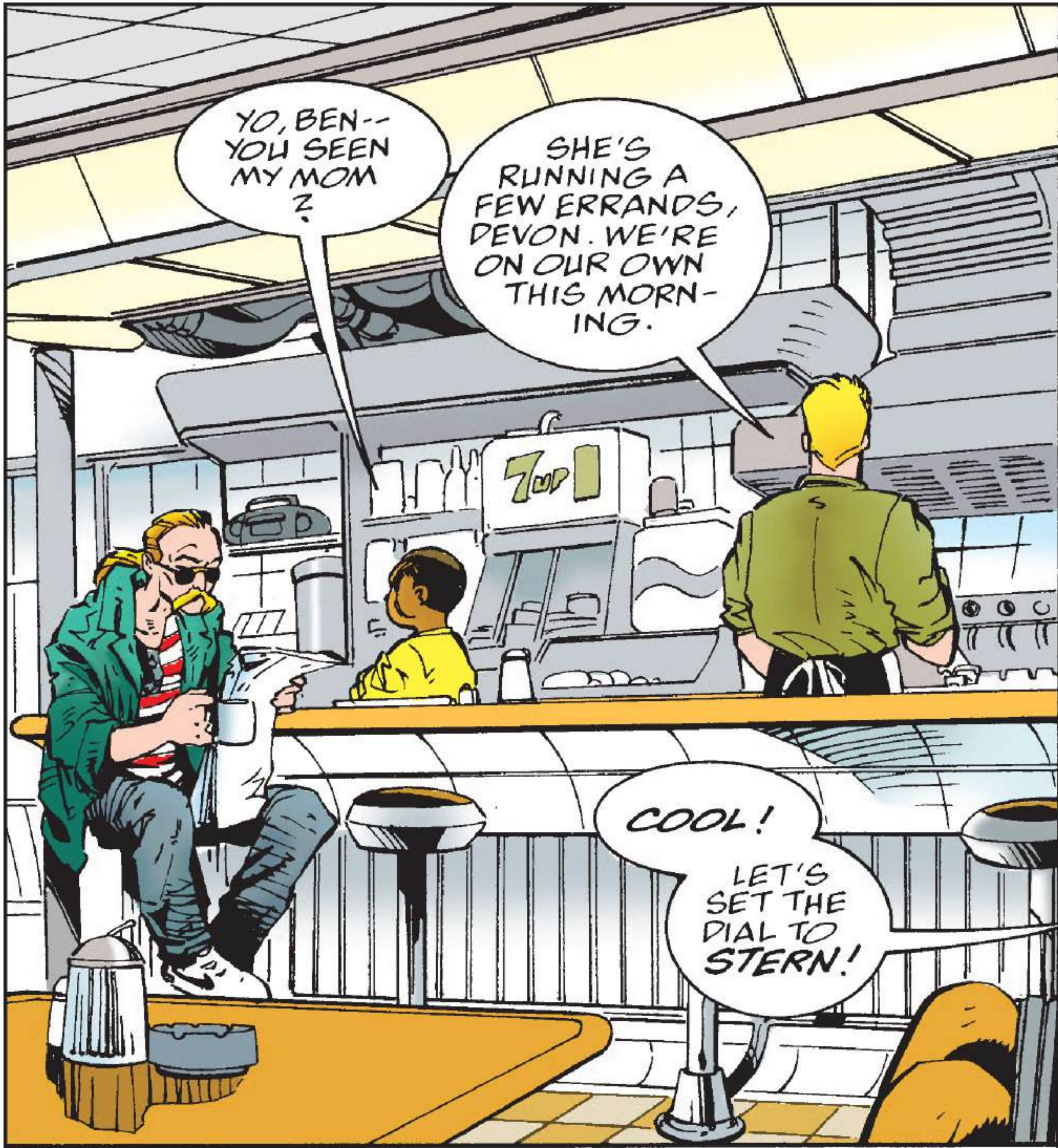
KEVIN!

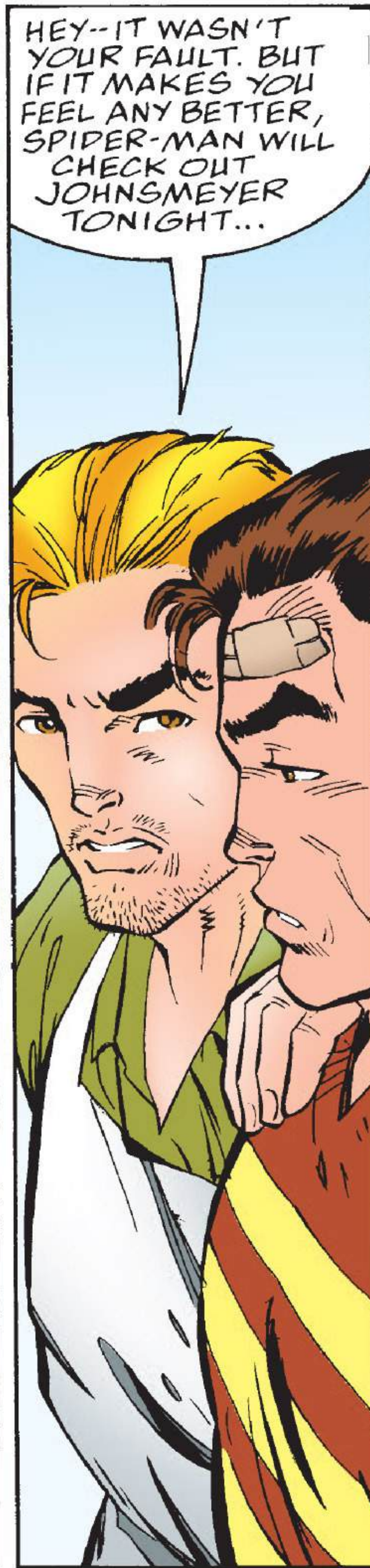
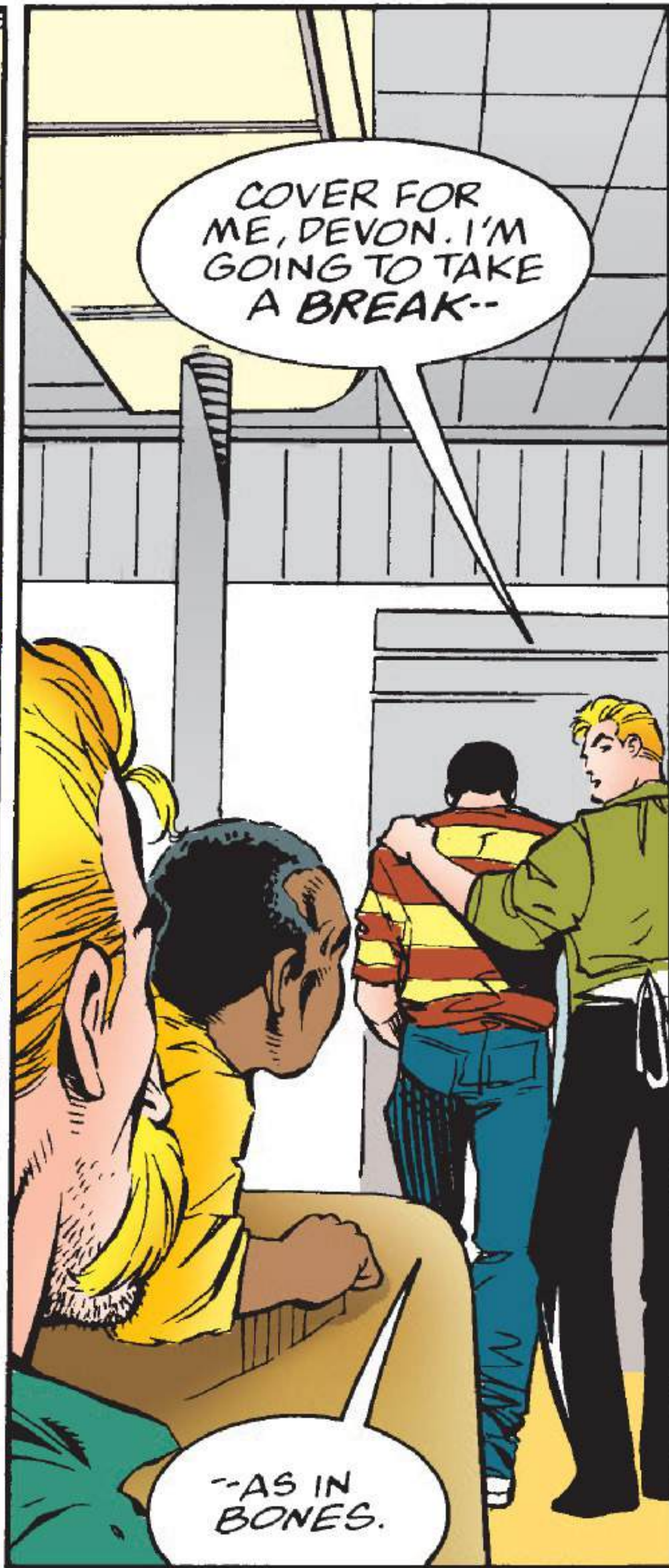
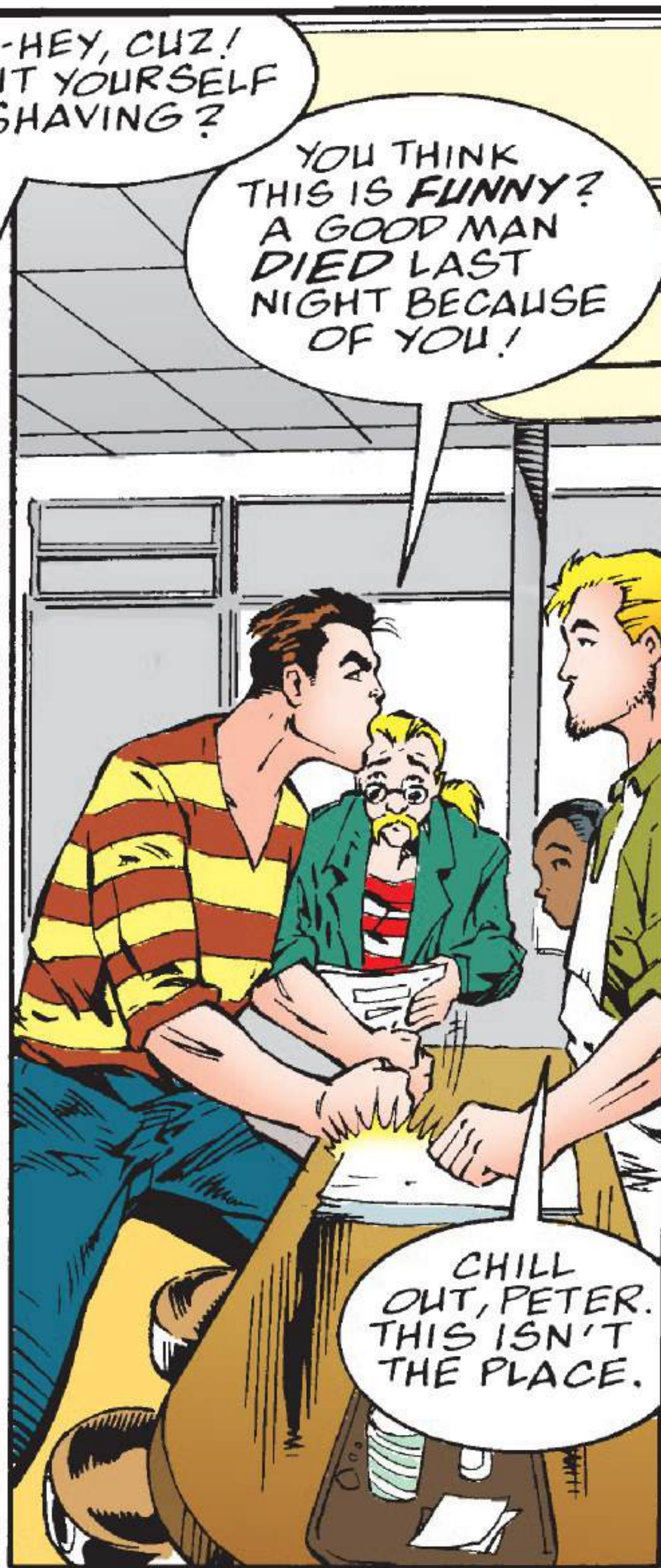
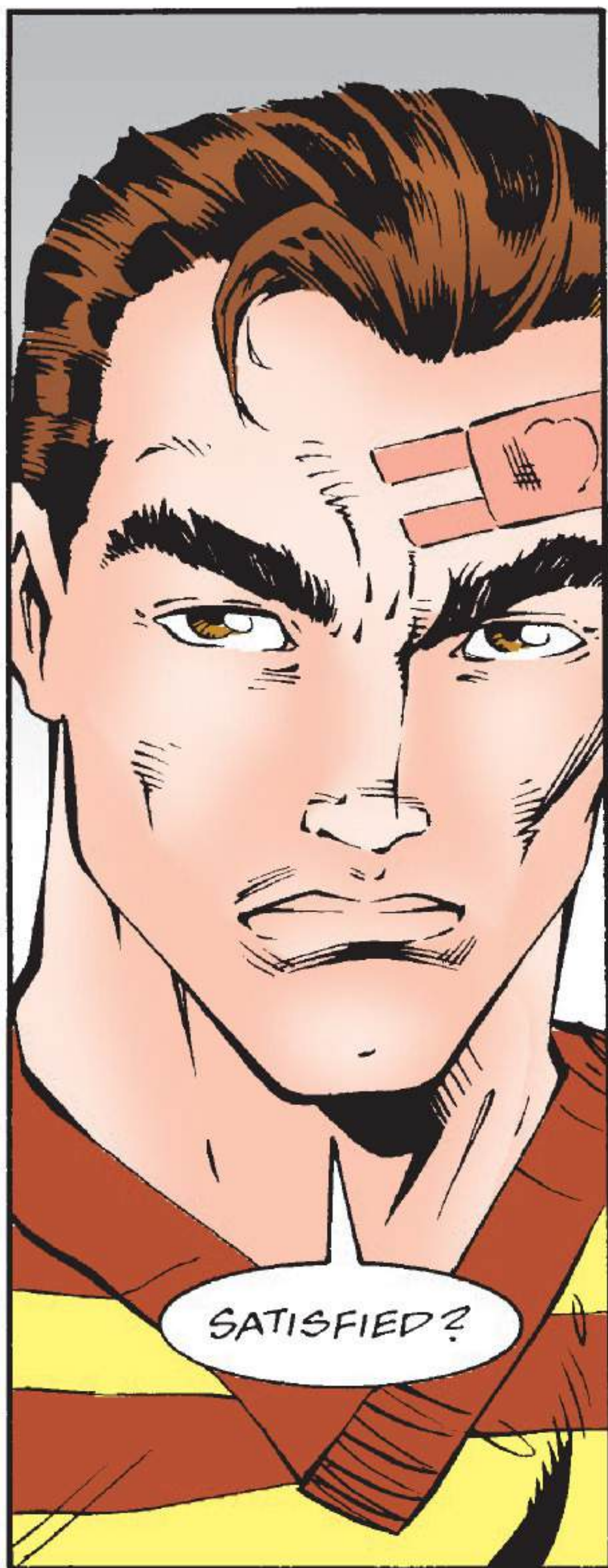


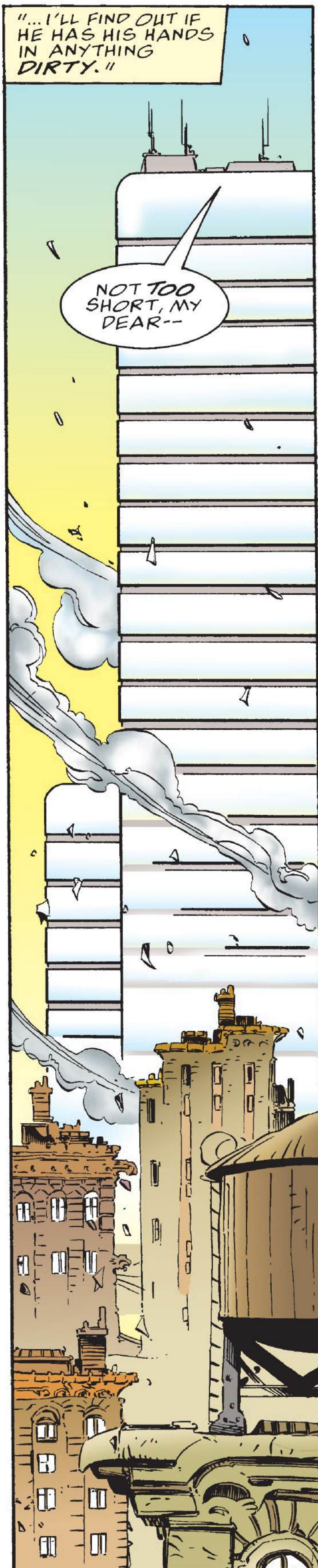
H-HE KILLED
HIM-- JUST
LIKE THAT!

c-can't be
happening...
where's...
Spider-
man?



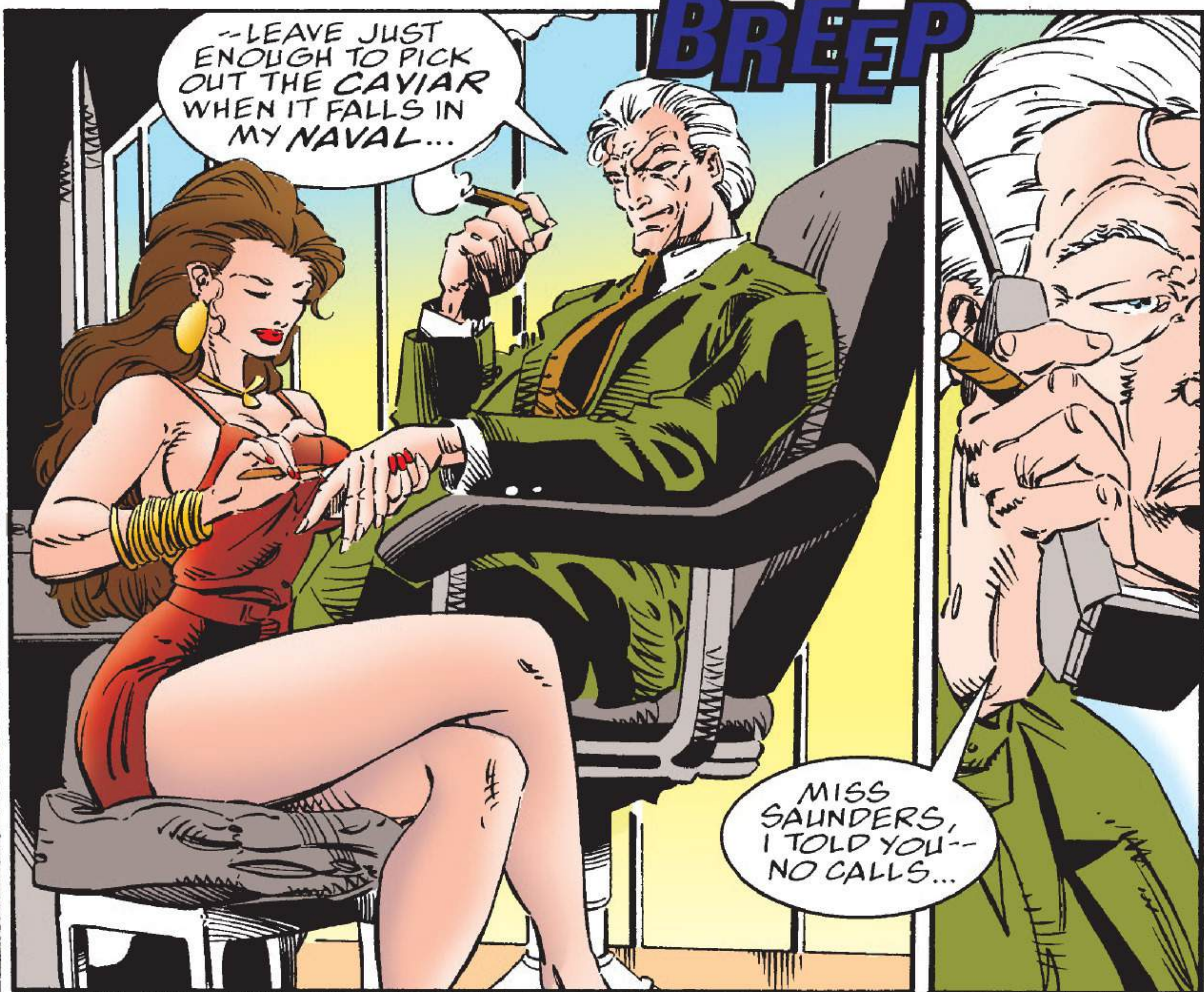






"...I'LL FIND OUT IF HE HAS HIS HANDS IN ANYTHING DIRTY."

NOT TOO SHORT, MY DEAR--



--LEAVE JUST ENOUGH TO PICK OUT THE CAVIAR WHEN IT FALLS IN MY NAVAL...

BREEP

MISS SAUNDERS, I TOLD YOU-- NO CALLS...



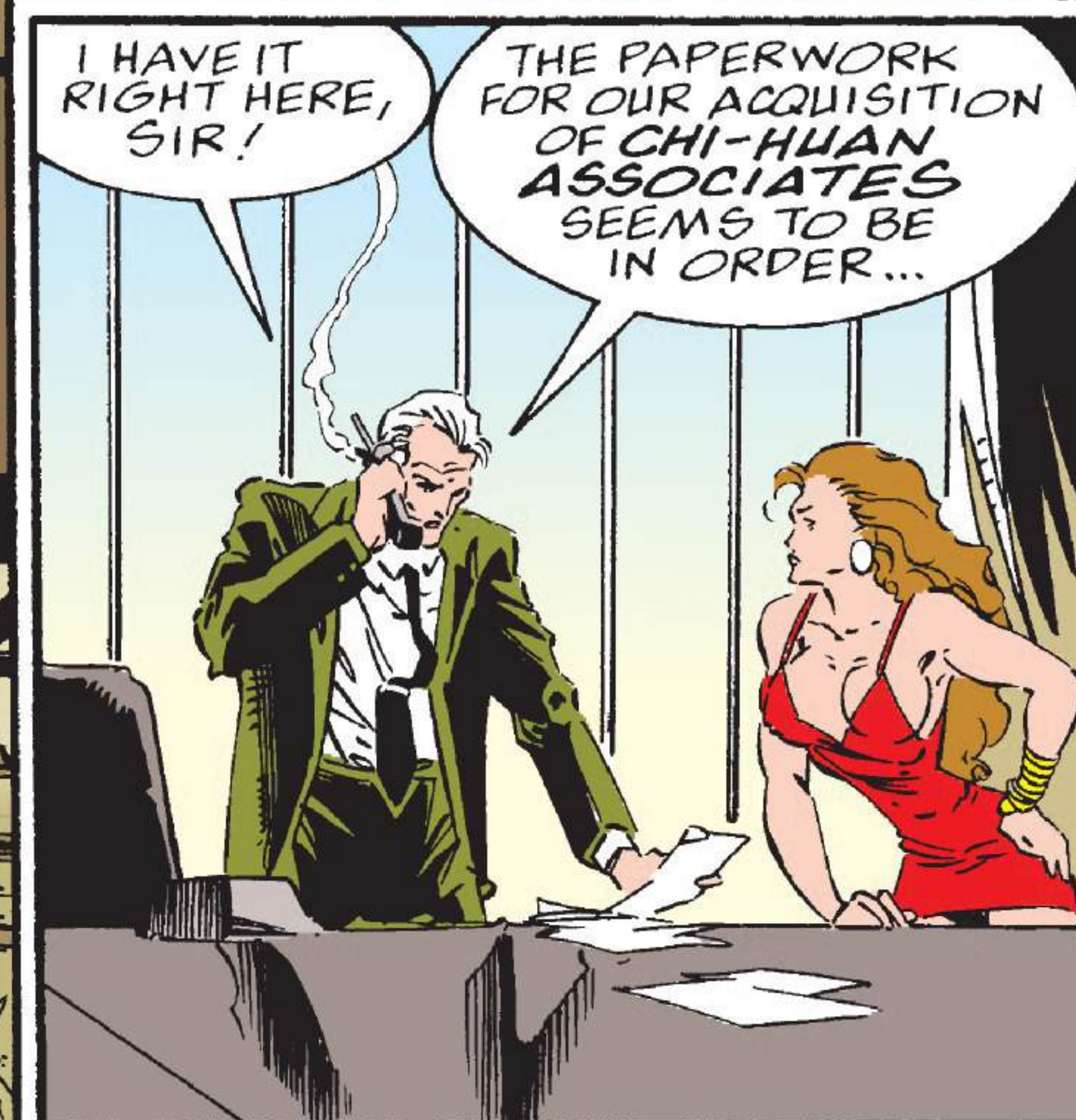
WHO?!

Oh, I'M SORRY, SIR!

Hey!



NO, SIR. THAT CROIX WITCH REFUSED TO SELL, SO WE EFFECTED HOSTILE MEASURES.

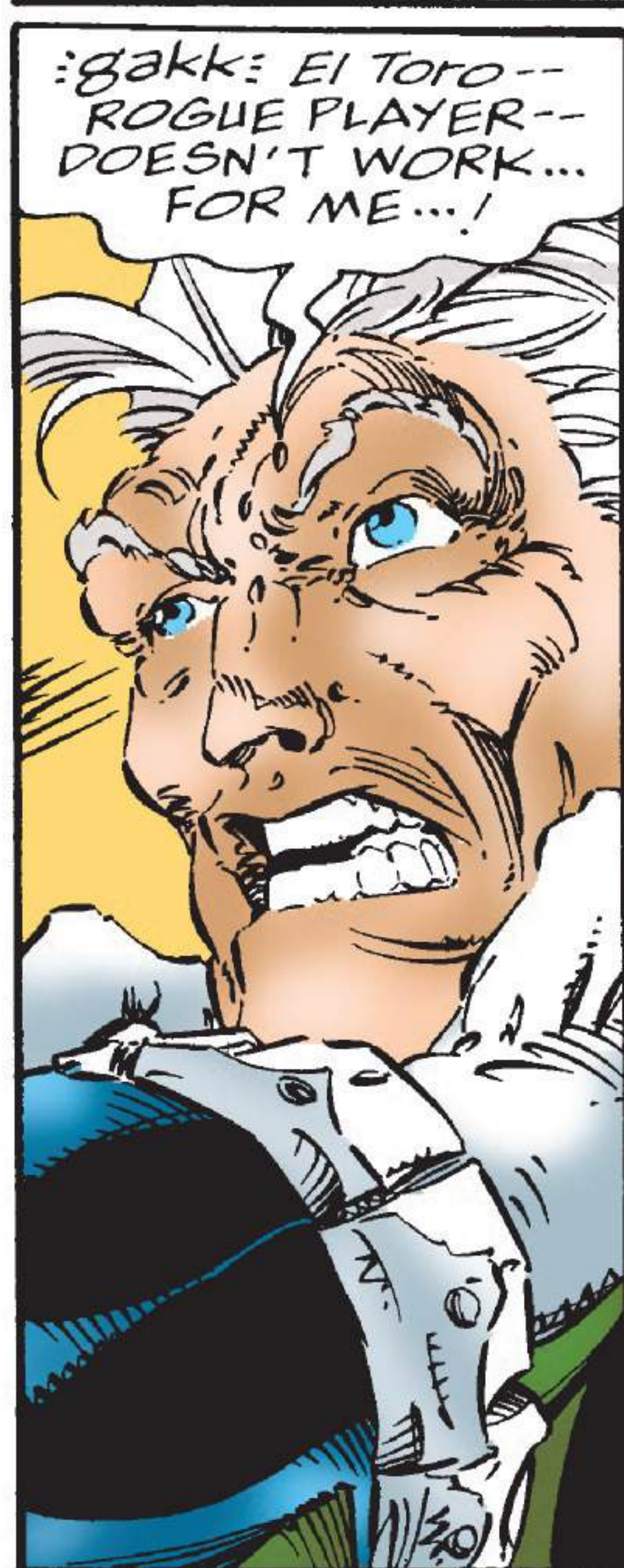
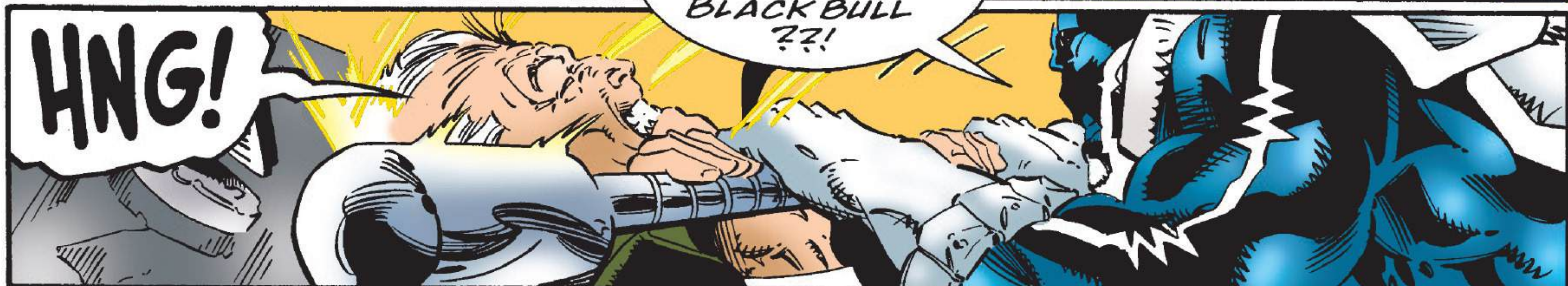
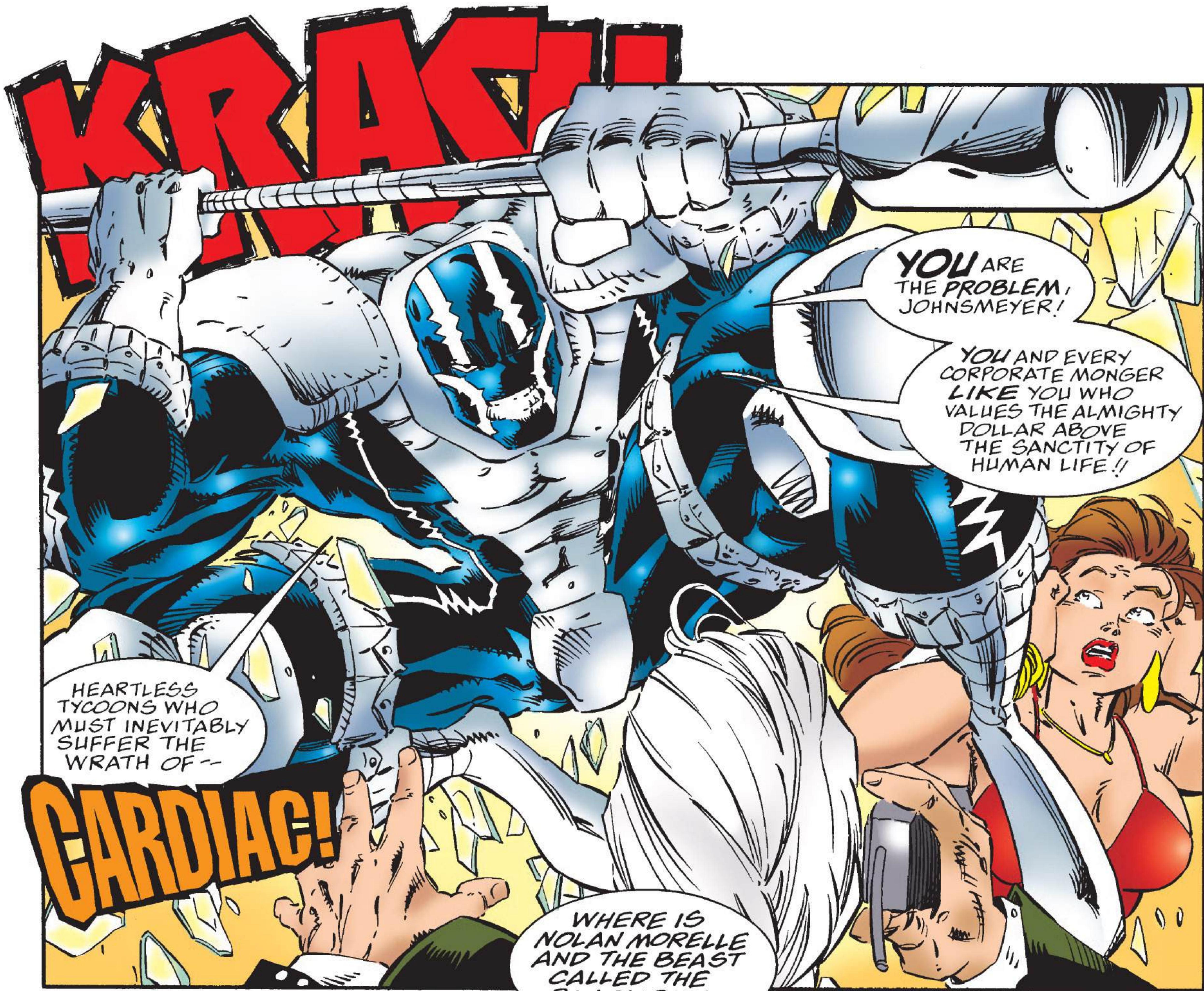


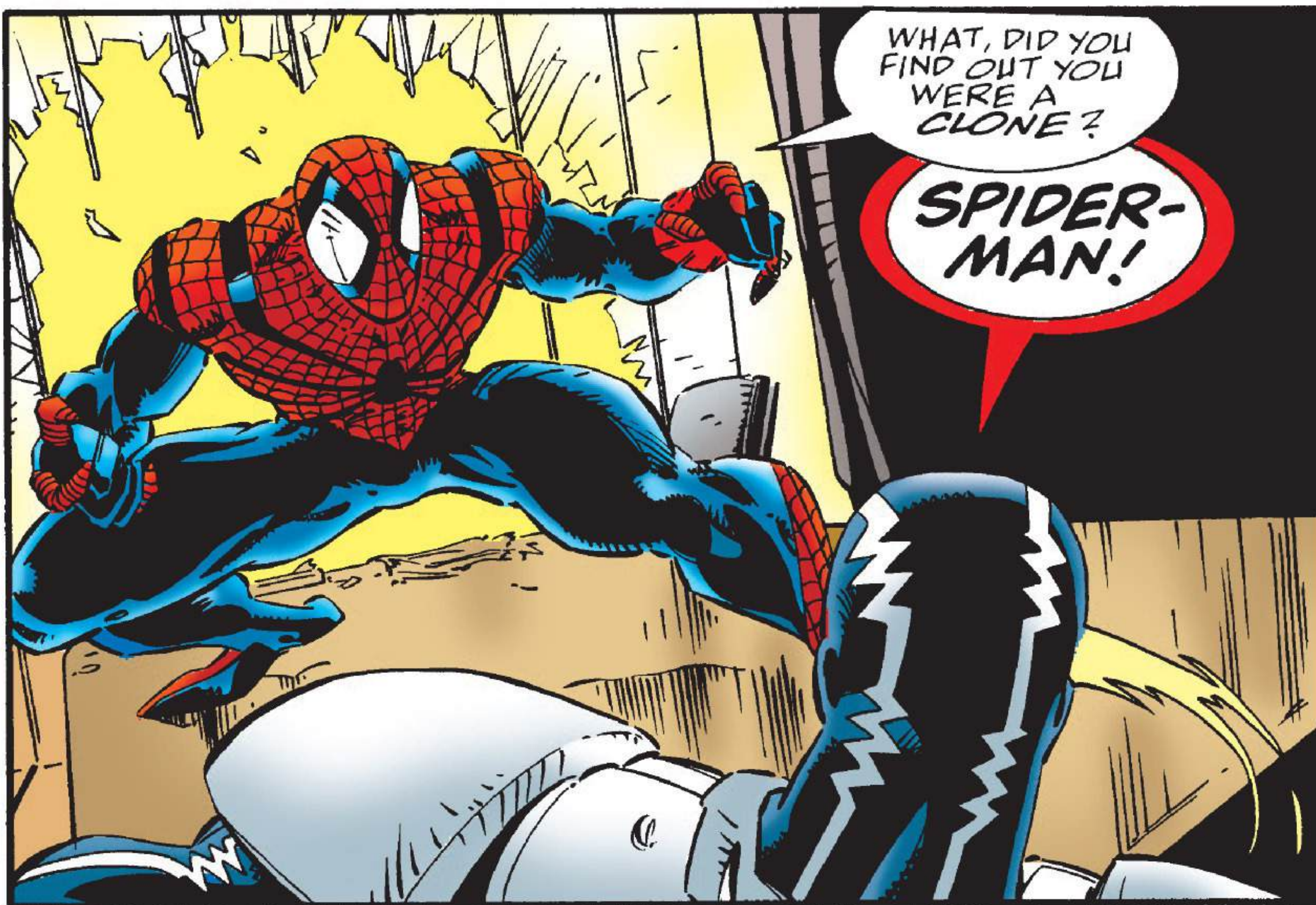
I HAVE IT RIGHT HERE, SIR!

THE PAPERWORK FOR OUR ACQUISITION OF CHI-HUAN ASSOCIATES SEEMS TO BE IN ORDER...



I DON'T FORSEE ANY PROB--



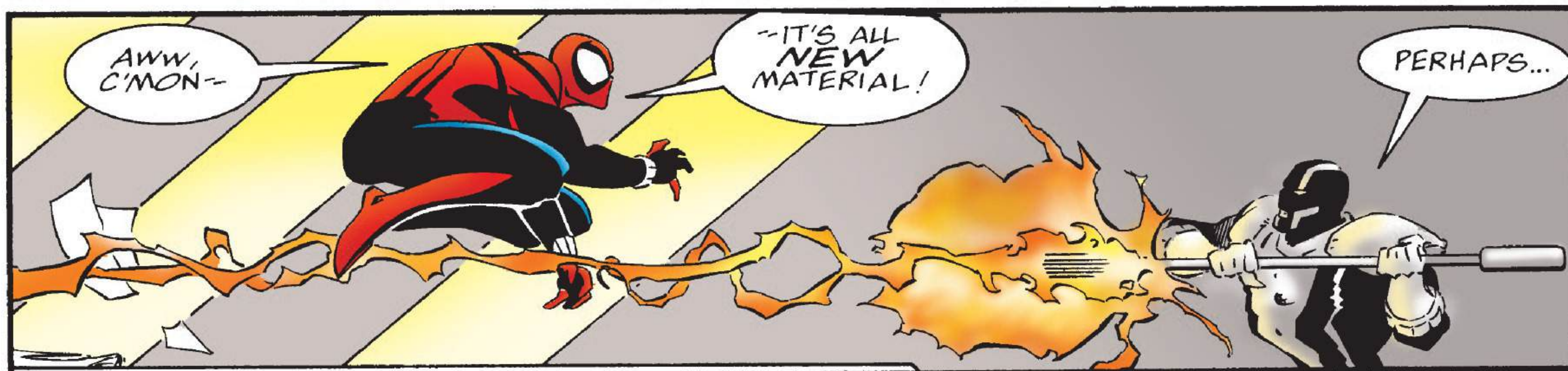


WHAT, DID YOU
FIND OUT YOU
WERE A
CLONE?

**SPIDER-
MAN!**



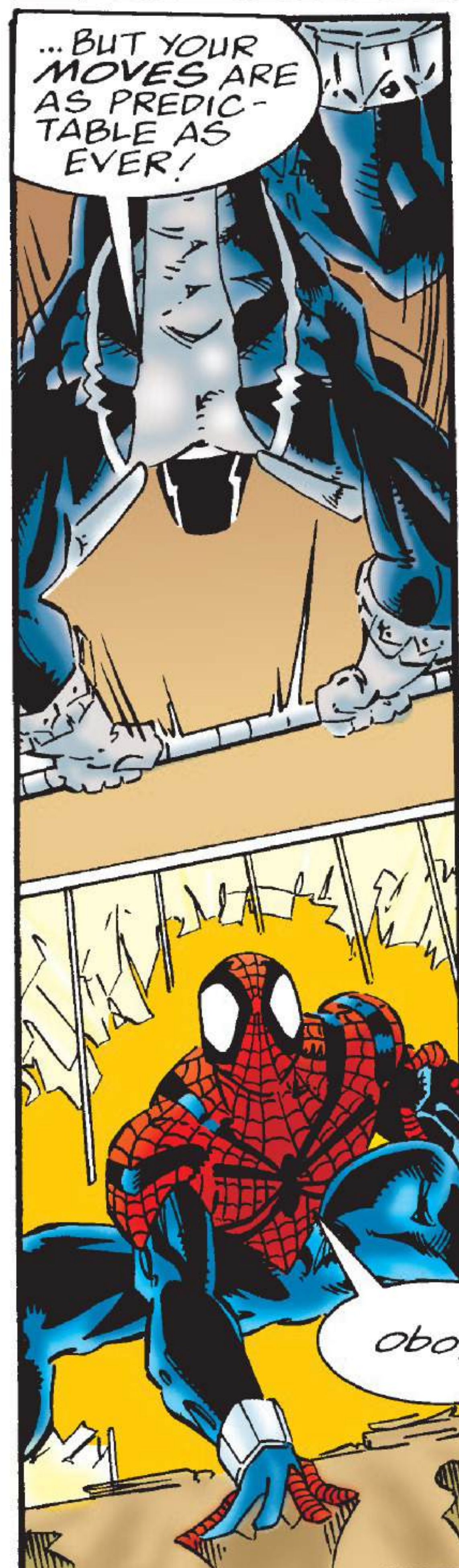
I DON'T HAVE
TIME FOR
YOUR USUAL
REPARTEE!



AWW, C'MON--

--IT'S ALL
NEW
MATERIAL!

PERHAPS...



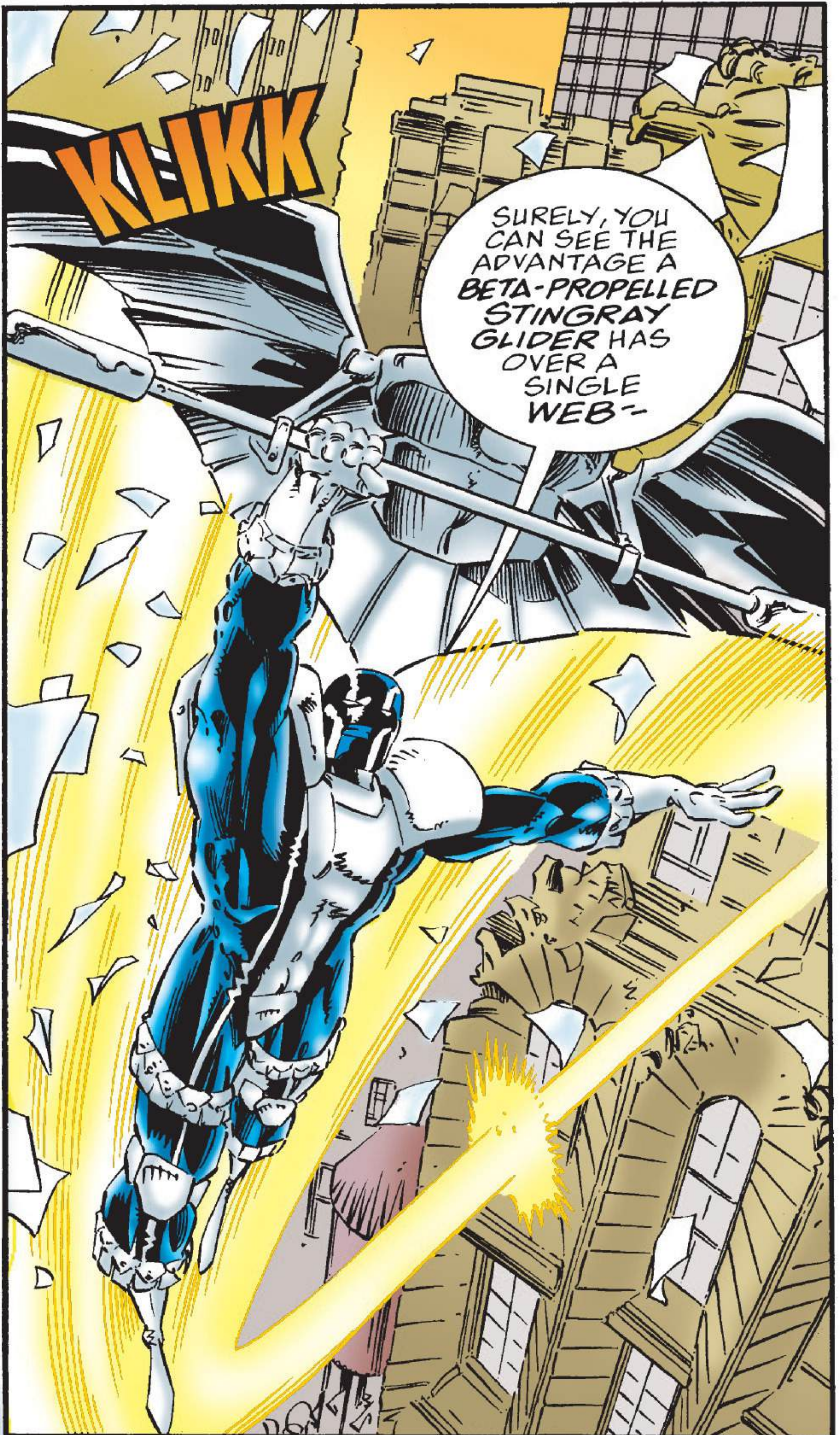
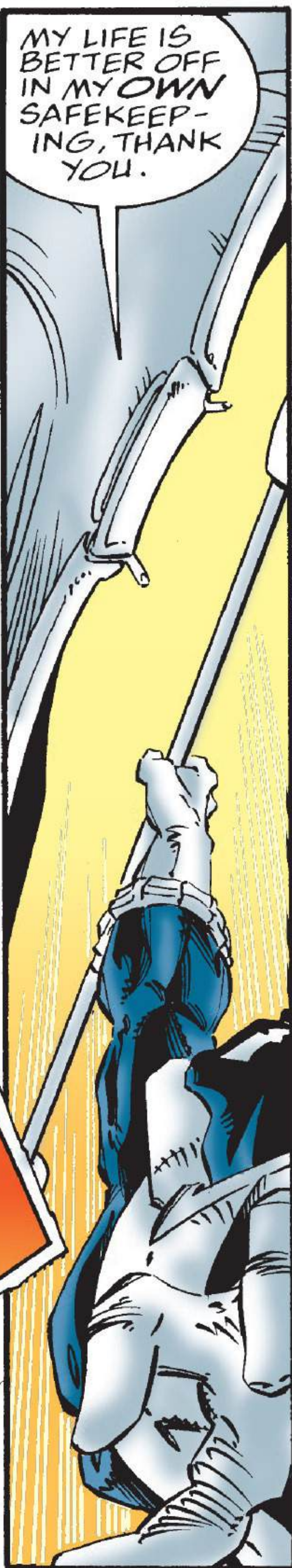
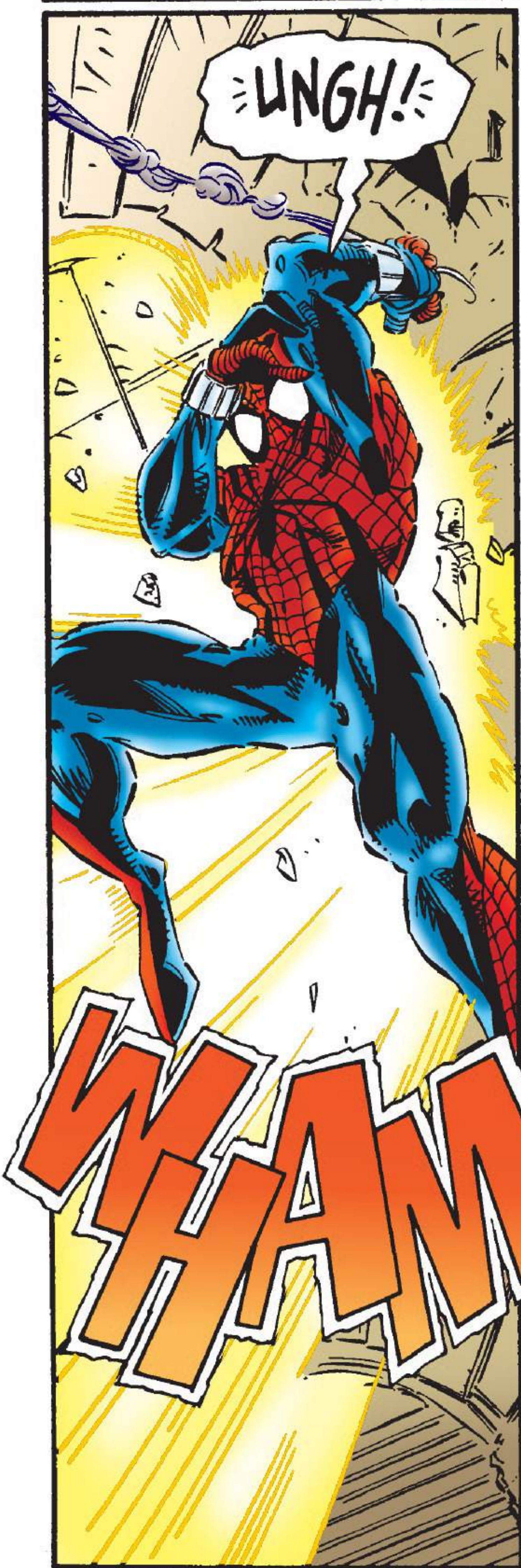
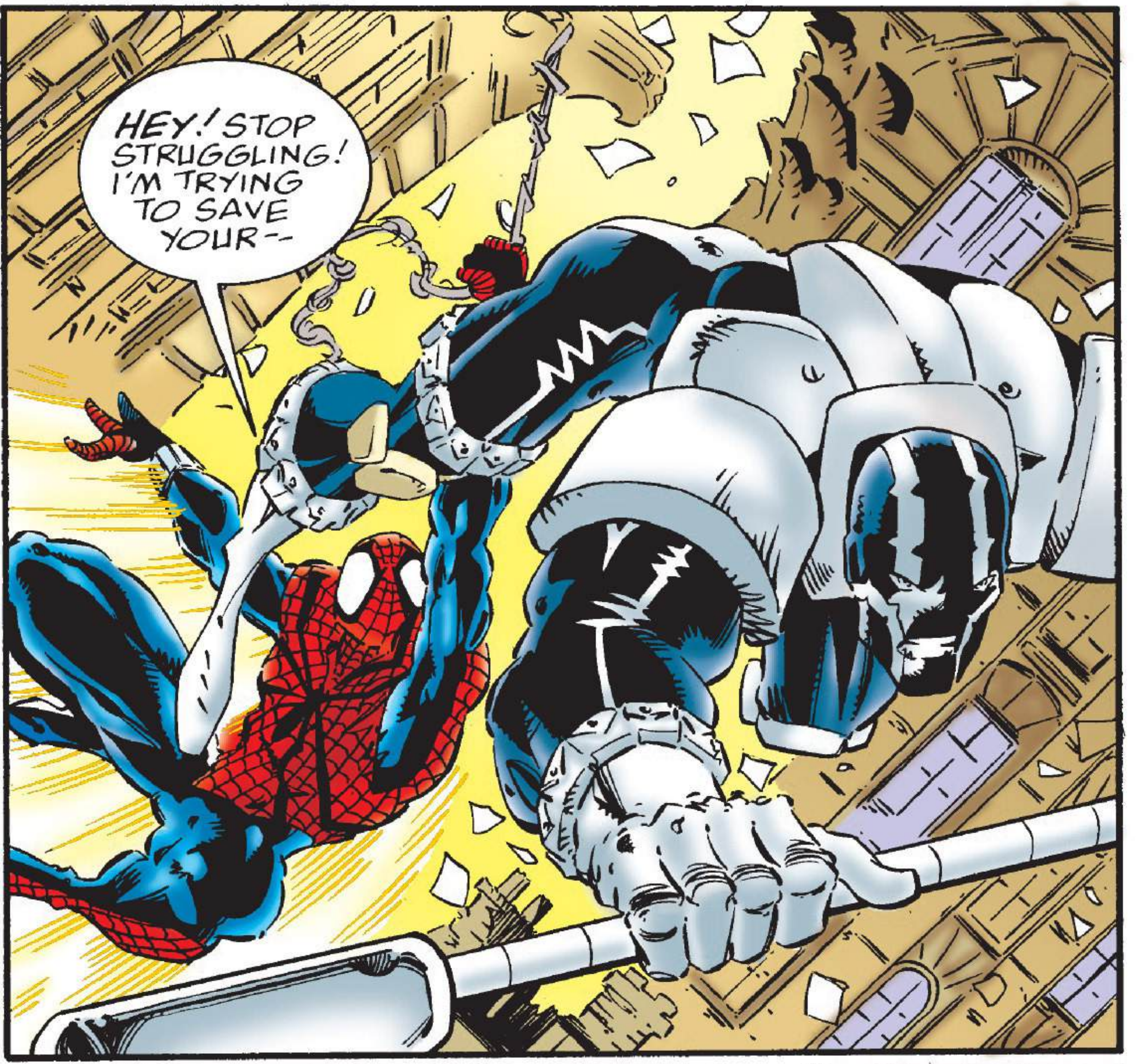
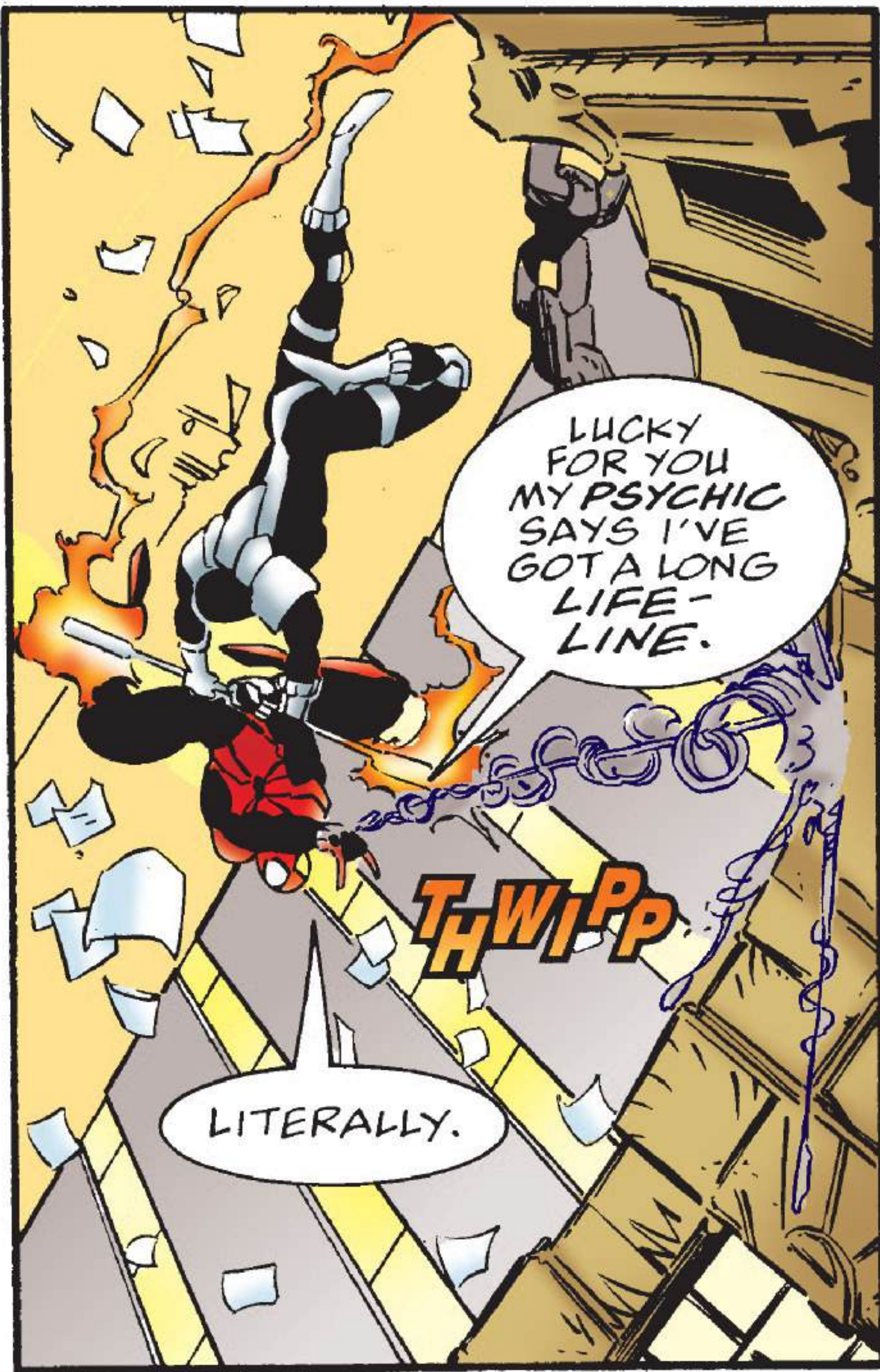
...BUT YOUR
MOVES ARE
AS PREDIC-
TABLE AS
EVER!

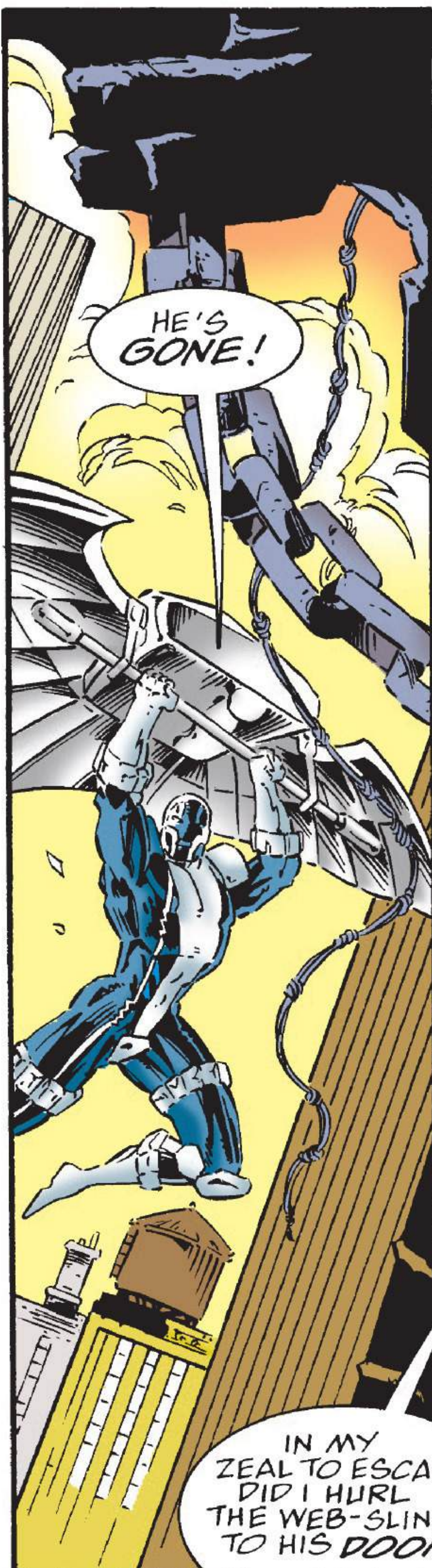
oboy.



NICE
GOING!
PURPLE-
PUSS--

WHY IS IT
BAD GUYS
NEVER HAVE
OFFICES
ON THE
GROUND
FLOOR?





HE'S GONE!

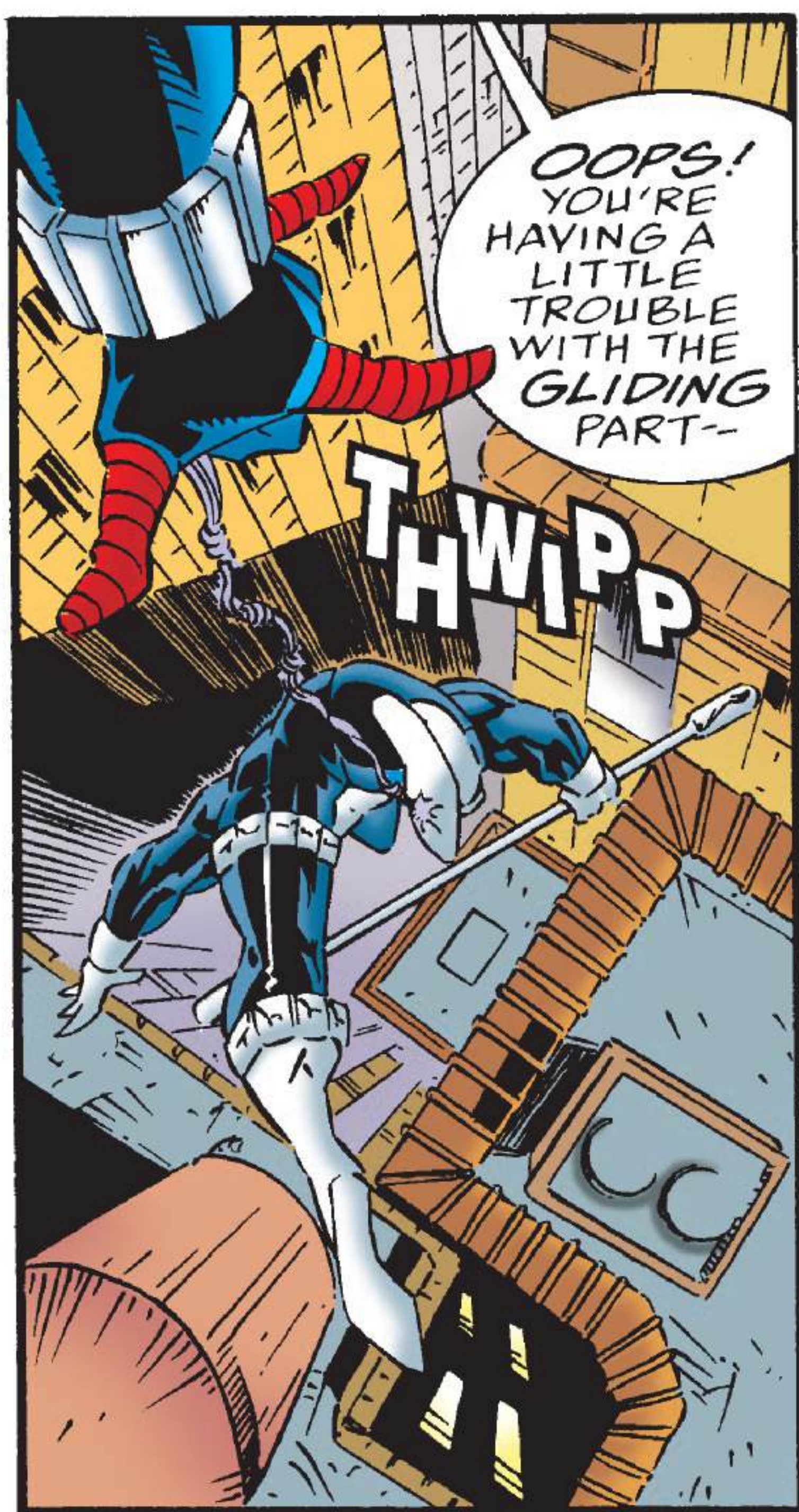
IN MY ZEAL TO ESCAPE, DID I HURL THE WEB-SLINGER TO HIS DOOM?



NOT ON YOUR LIFE, CHARLIE!

THWOP P

YOU'RE NOT THE ONLY GUY IN TOWN WHO ENJOYS HANG-GLIDING THROUGH THE CONCRETE CANYONS!



OOPS! YOU'RE HAVING A LITTLE TROUBLE WITH THE GLIDING PART--

THWIPP

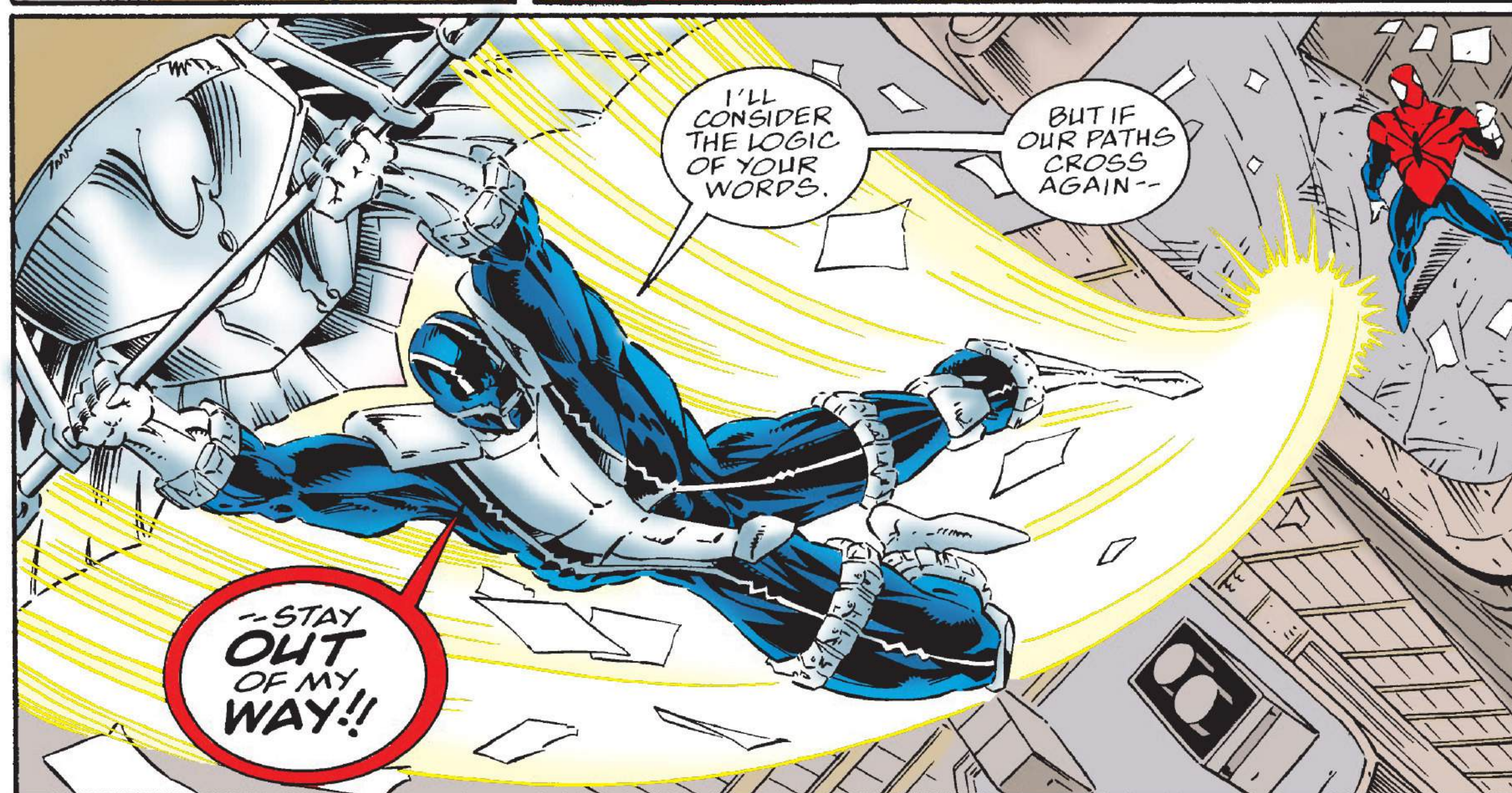
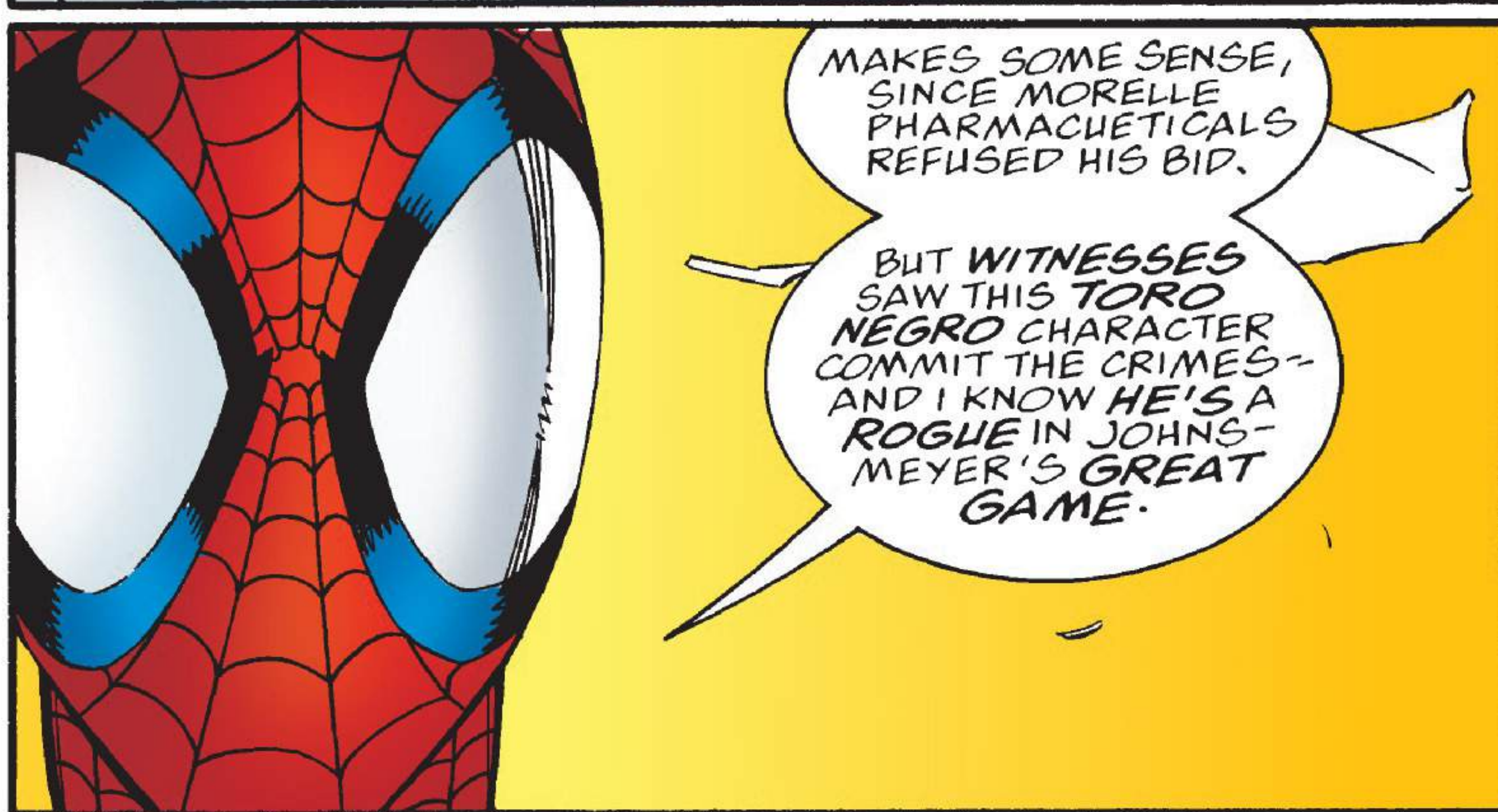


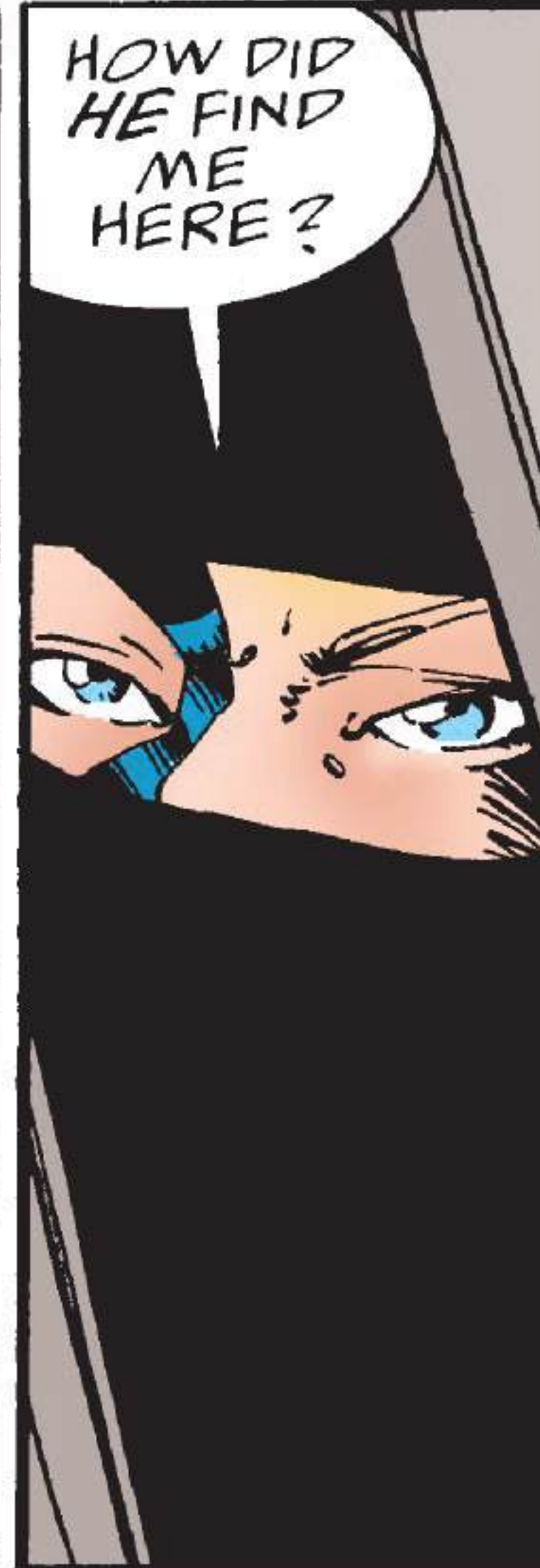
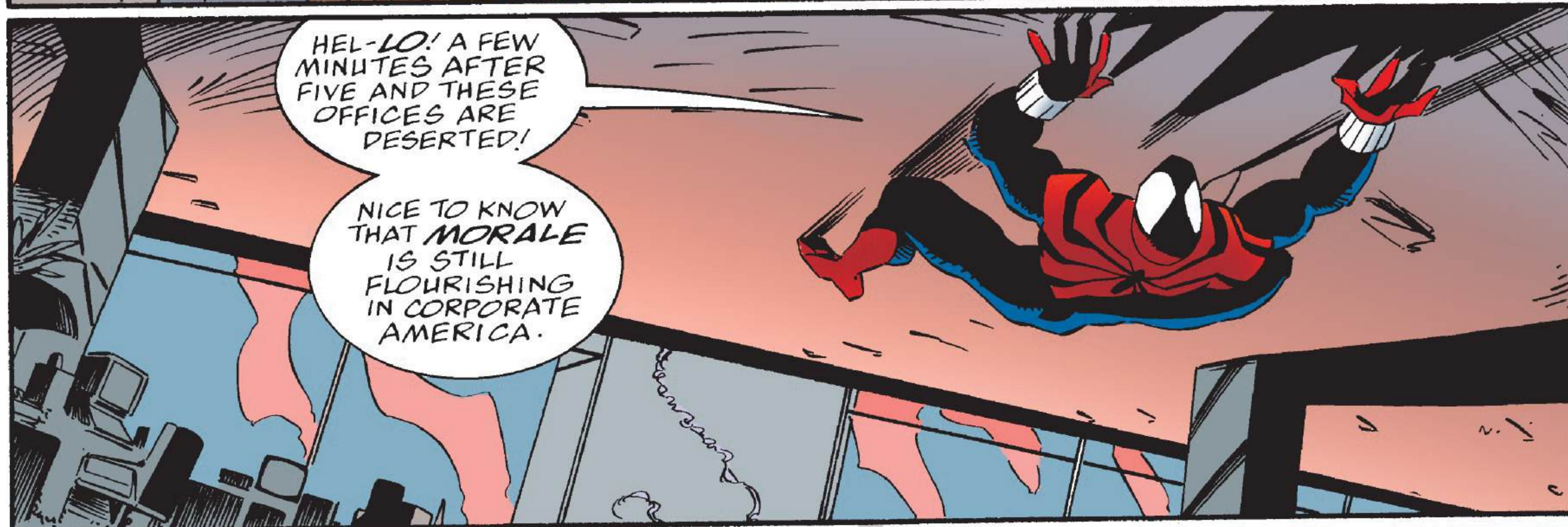
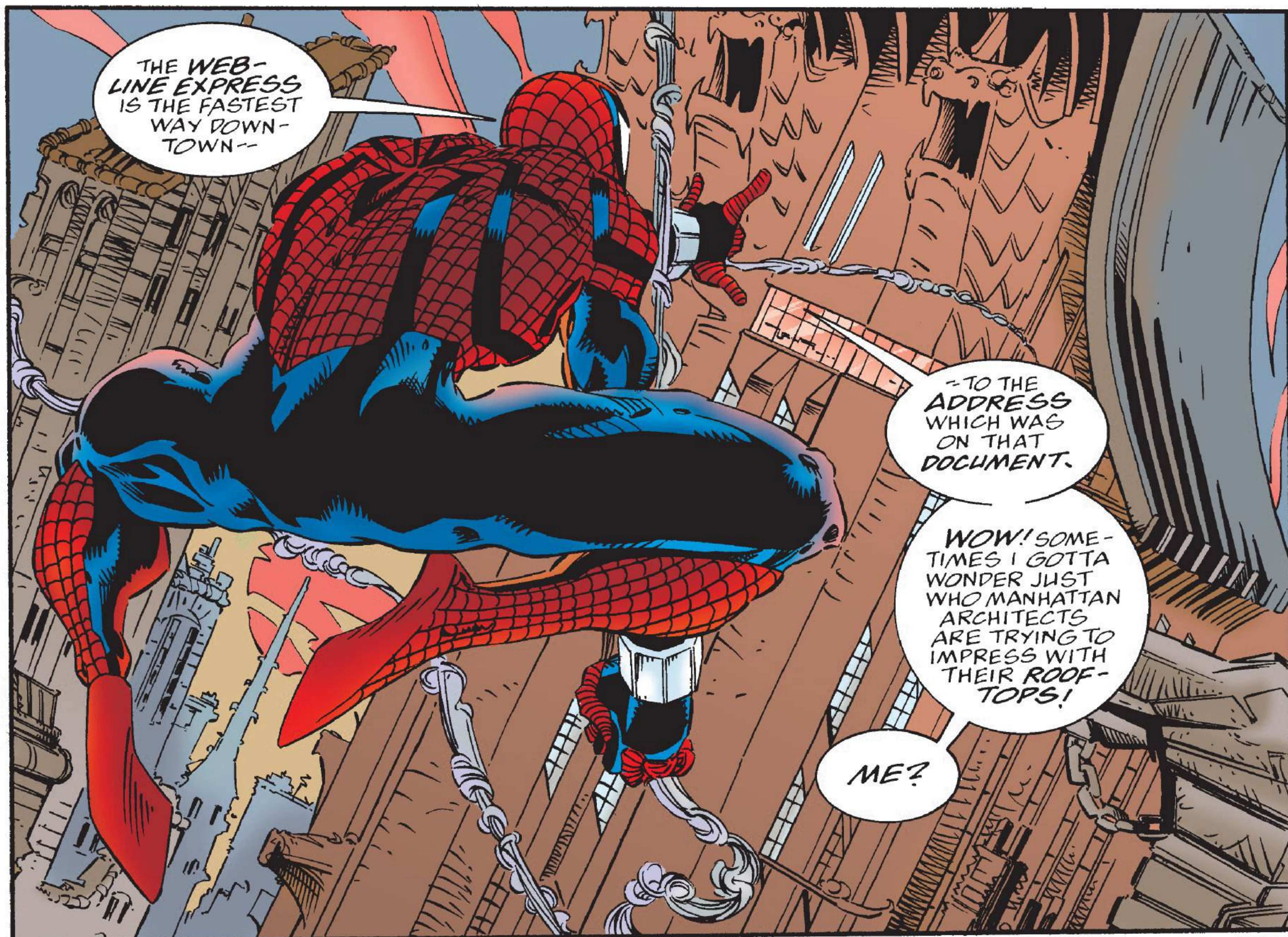
--BUT YOU'RE A NATURAL AT THE HANGING PART!

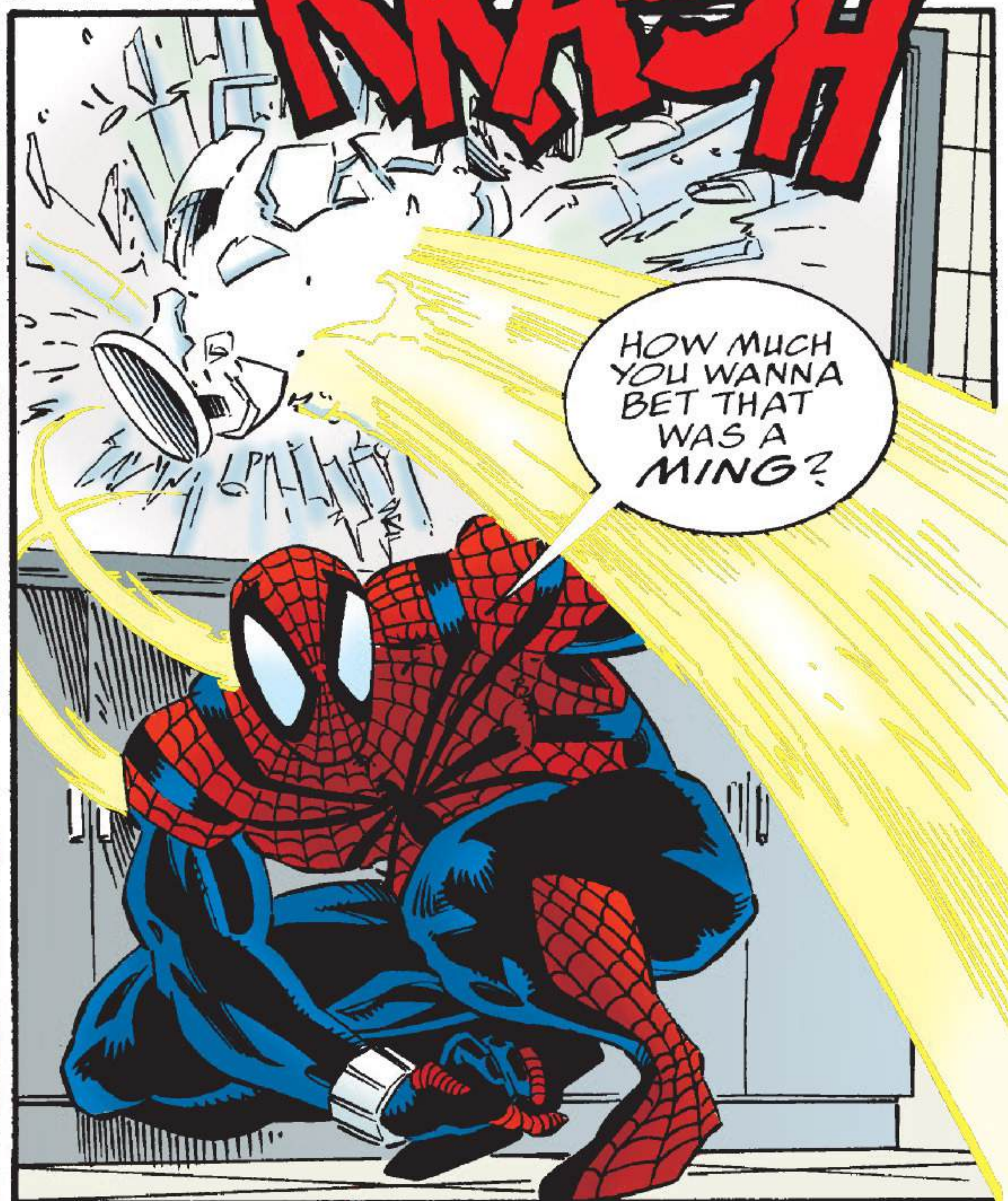
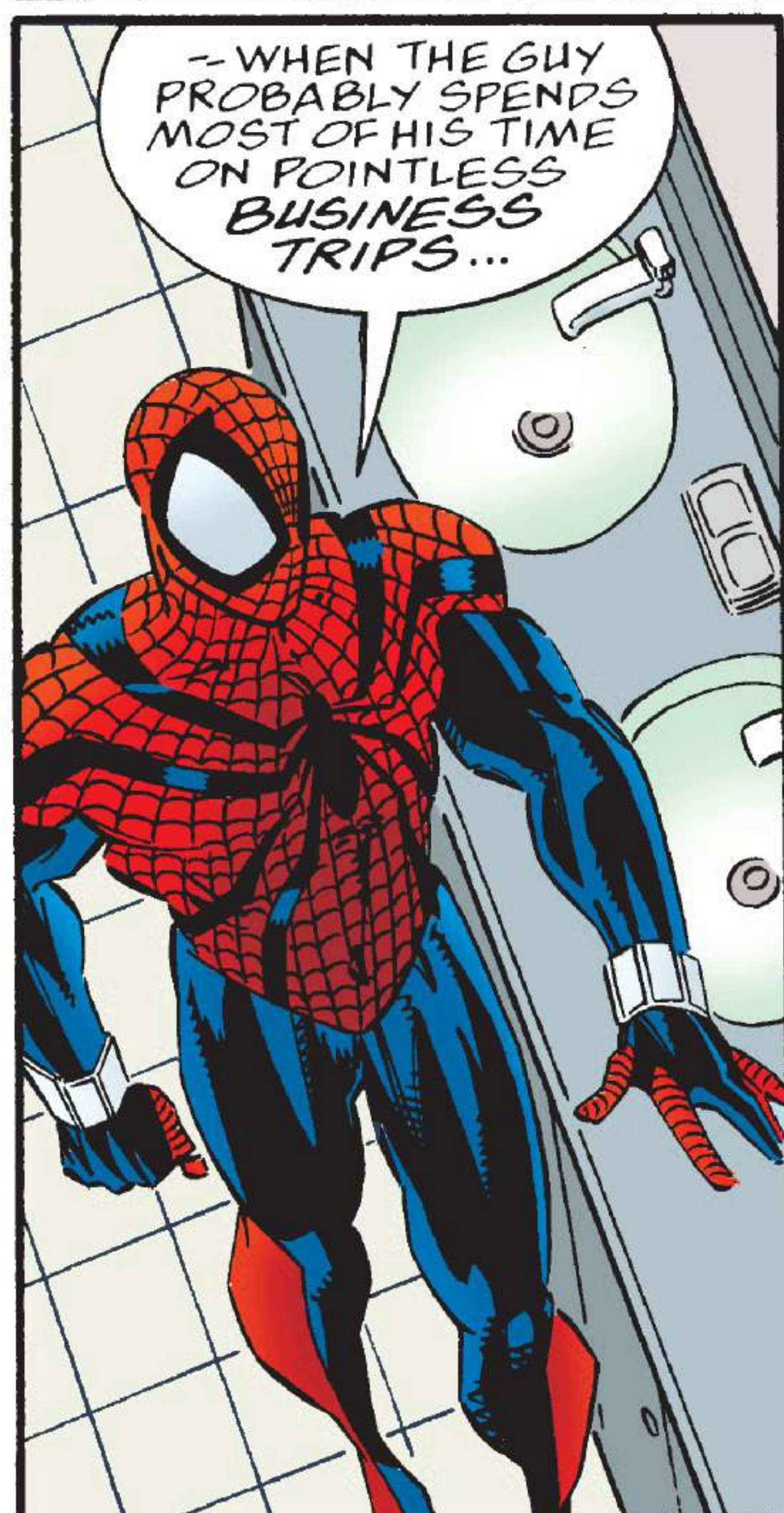
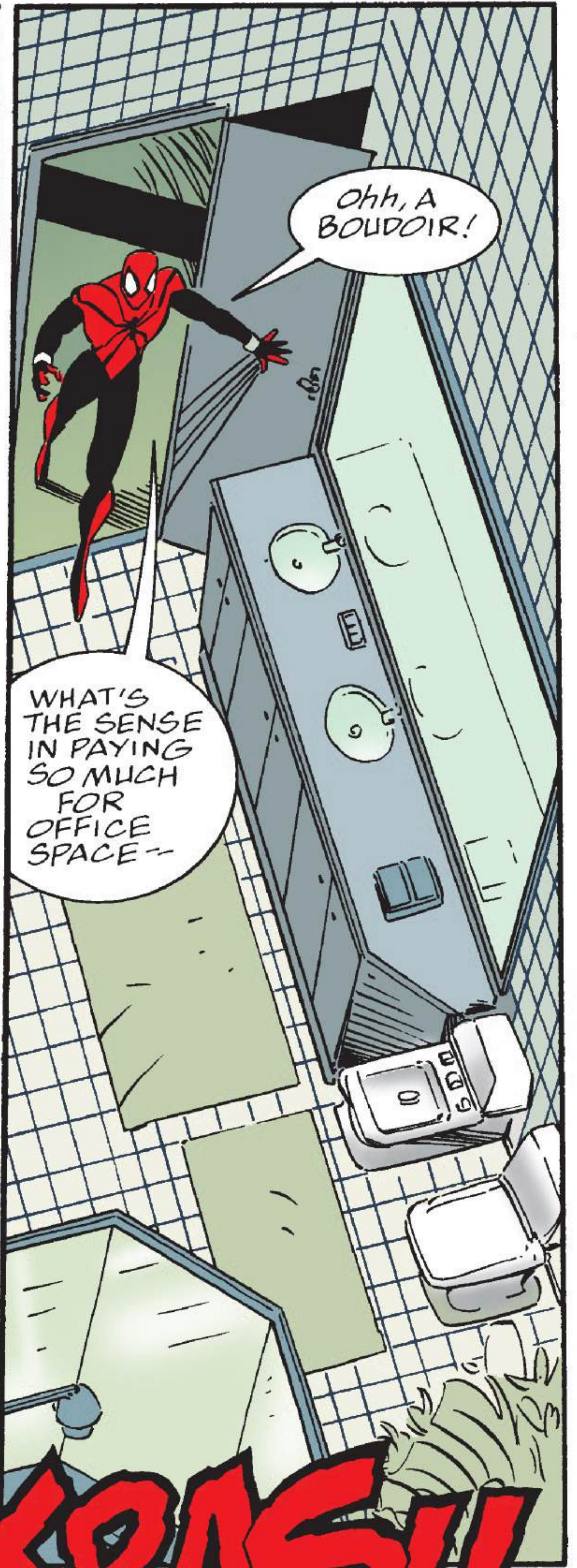
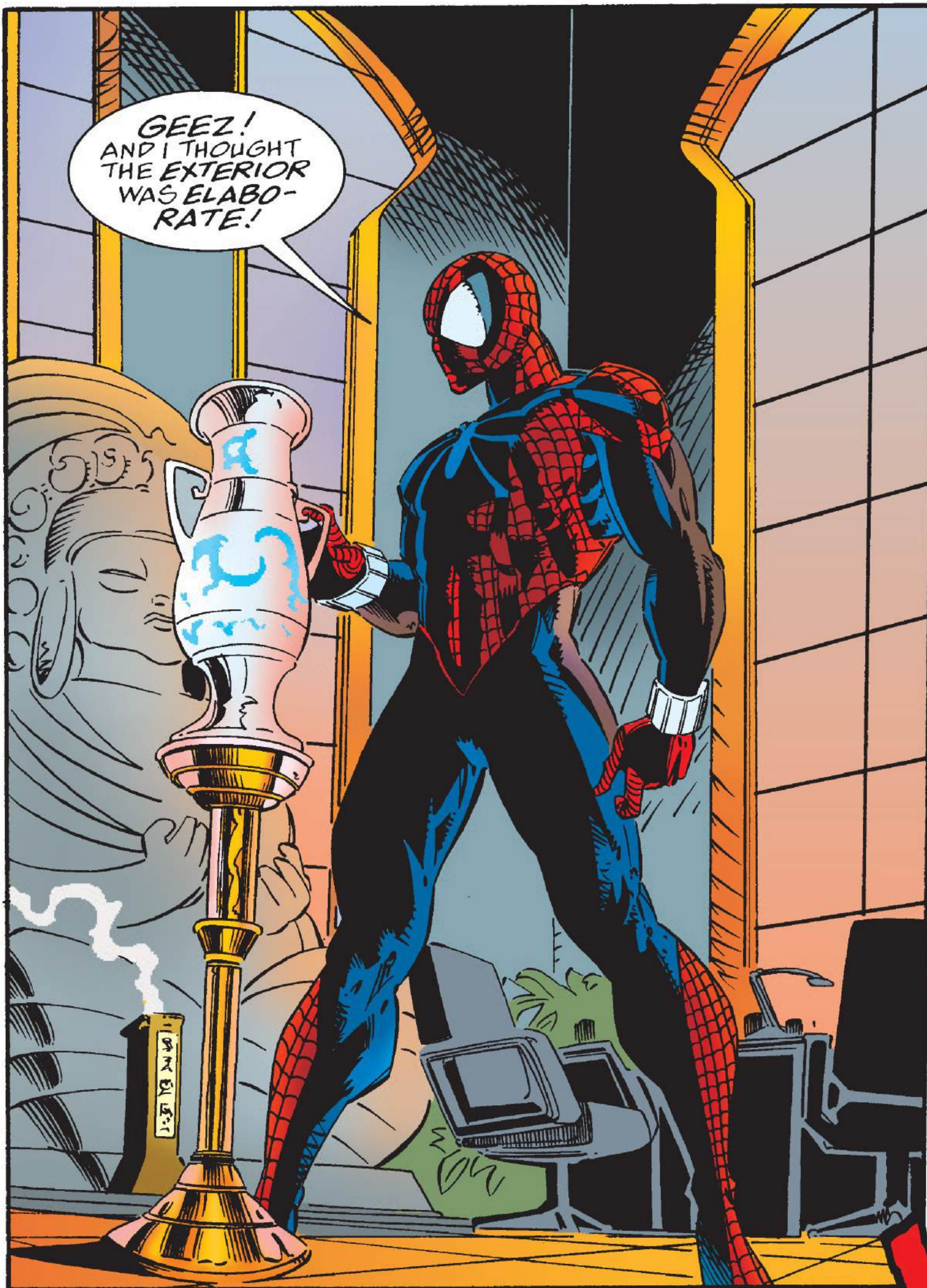
CURSE YOU, SPIDER-MAN! JOHNSMEYER IS LONG GONE BY NOW!

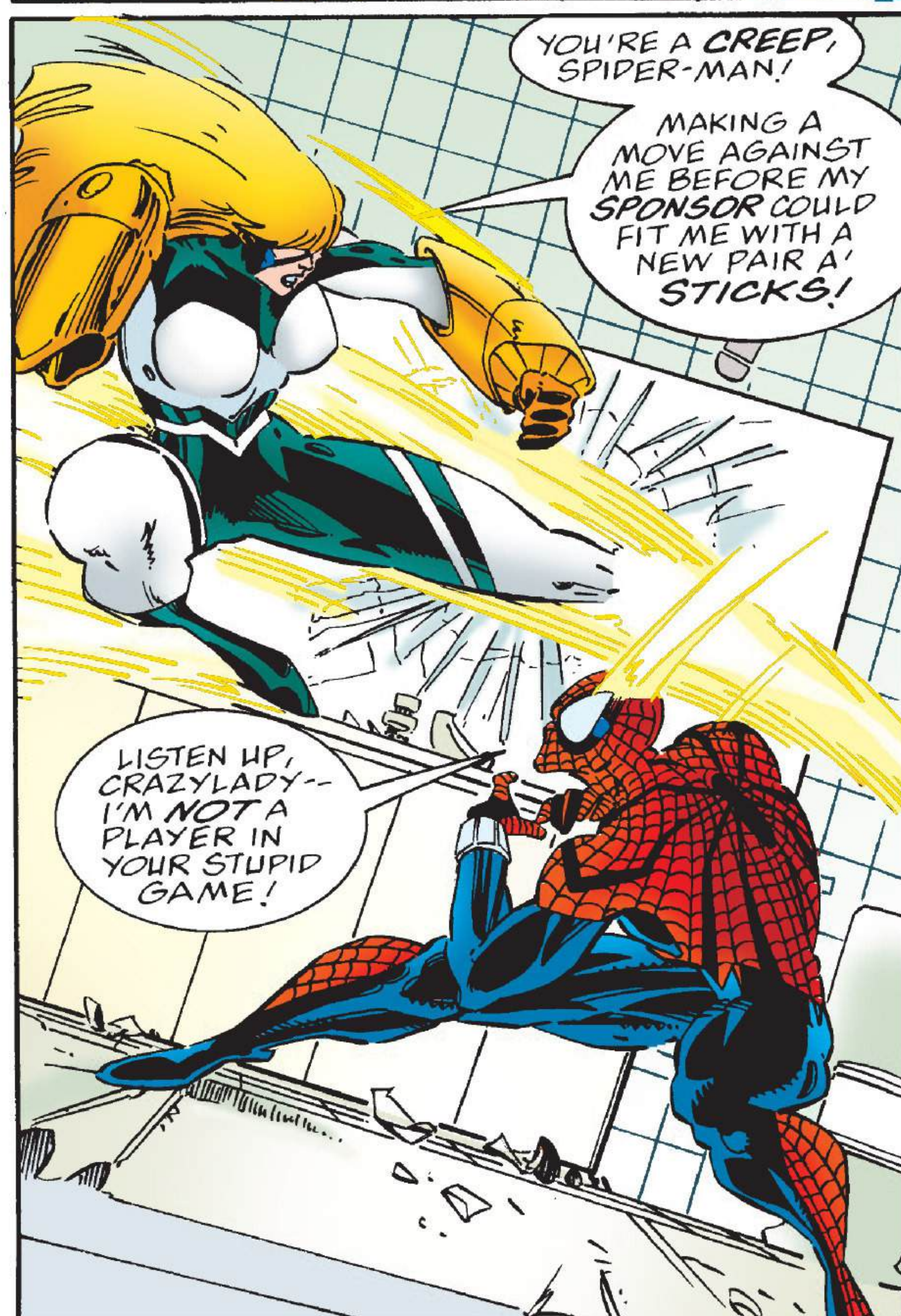
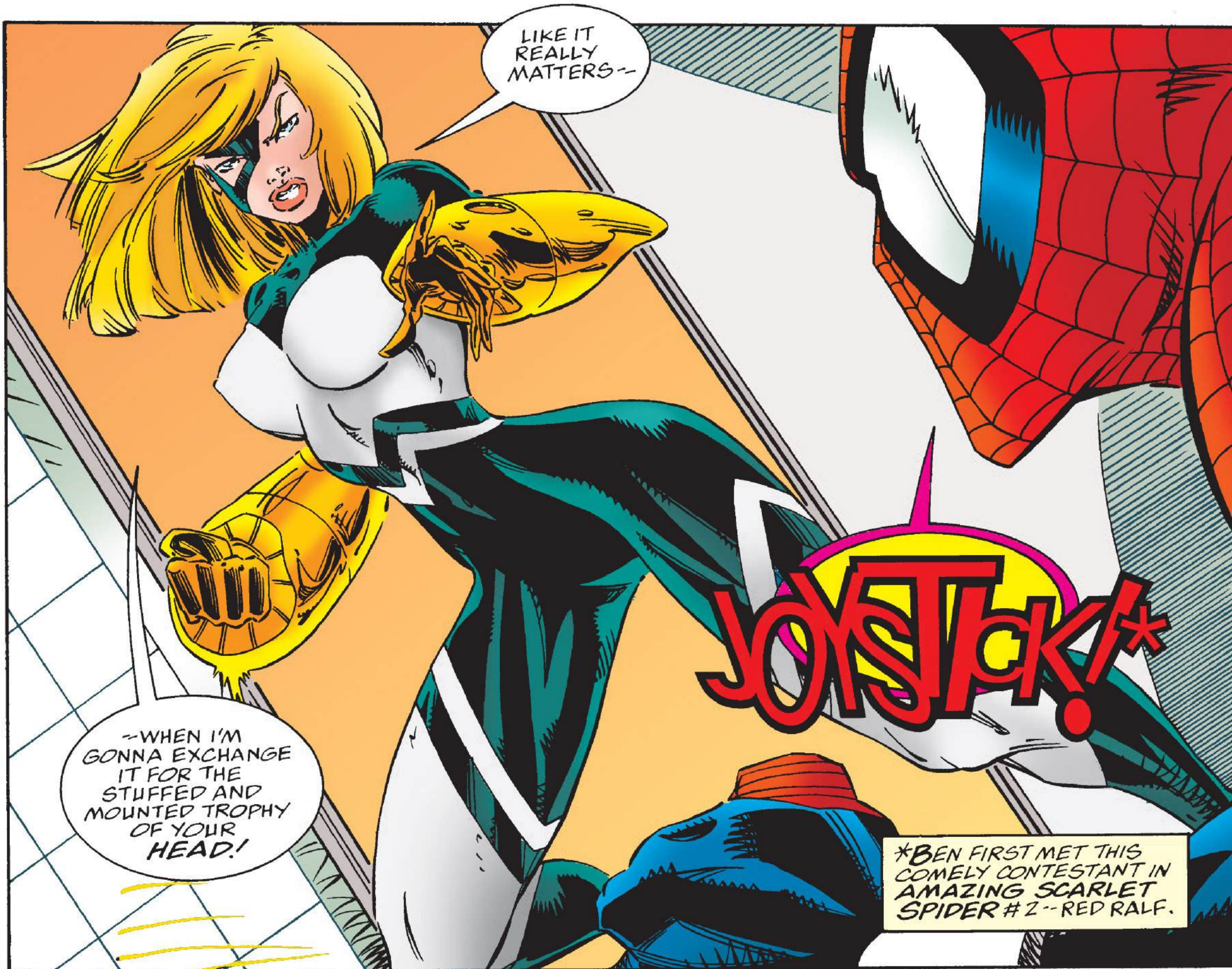


HOW MANY POINTS WAS JOHNSMEYER WORTH, ANYWAYS?





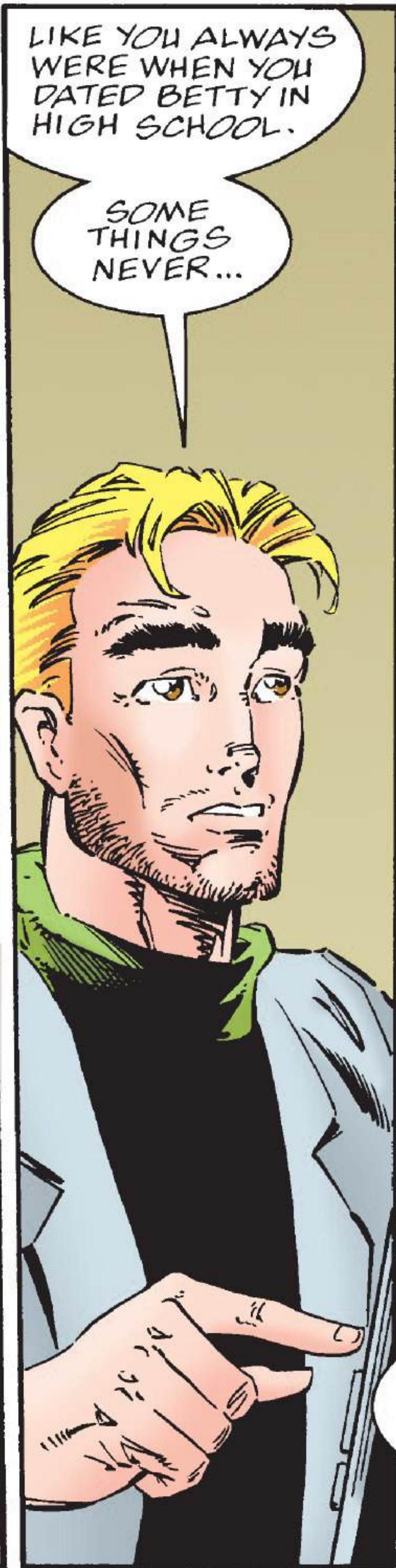






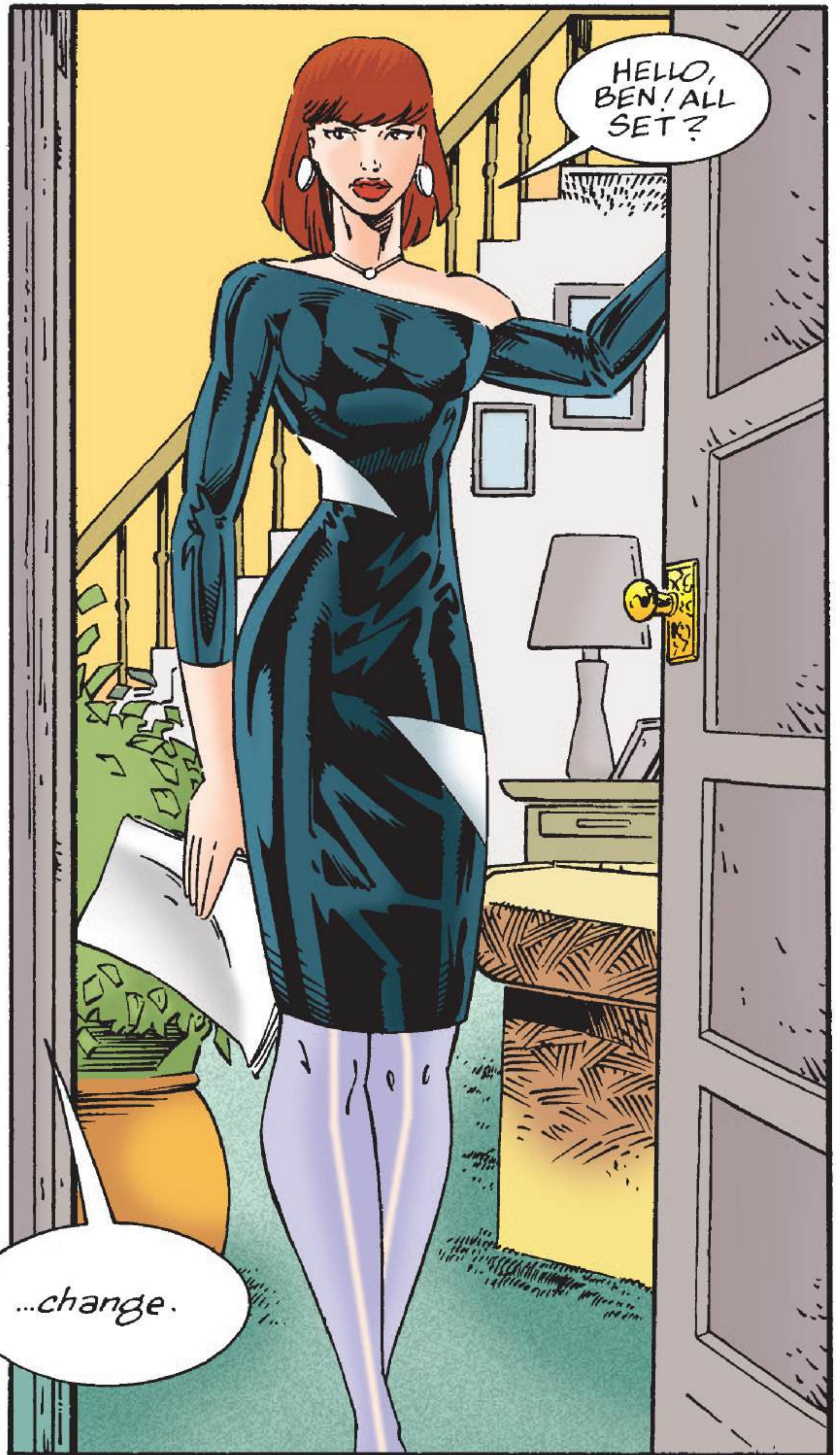
THIS IS THE PLACE!

NICE GOING, REILLY. LATE FOR YOUR FIRST DATE!



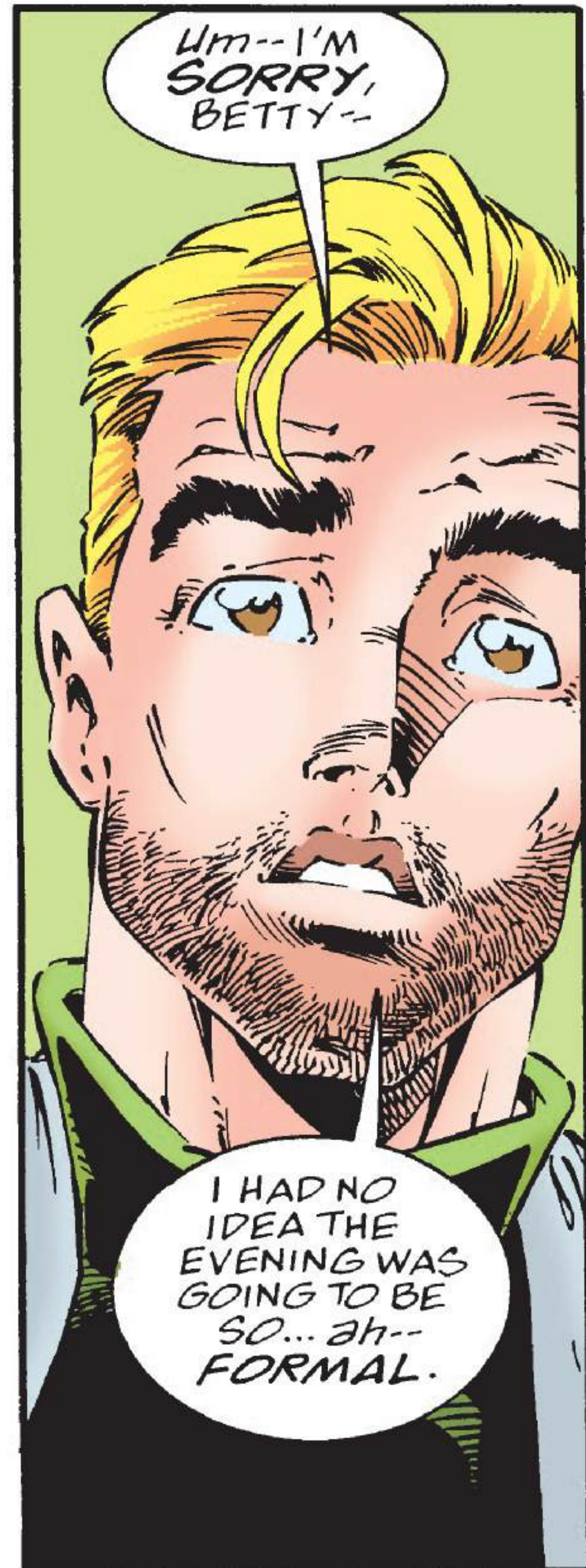
LIKE YOU ALWAYS WERE WHEN YOU DATED BETTY IN HIGH SCHOOL.

SOME THINGS NEVER...



HELLO, BEN! ALL SET?

...change.



Um--I'M SORRY, BETTY--

I HAD NO IDEA THE EVENING WAS GOING TO BE SO... ah-- FORMAL.



MR. JAMESON ASKED ME TO STOP BY THE BUGLE FUNDRAISER AT THE CENTURY CLUB--

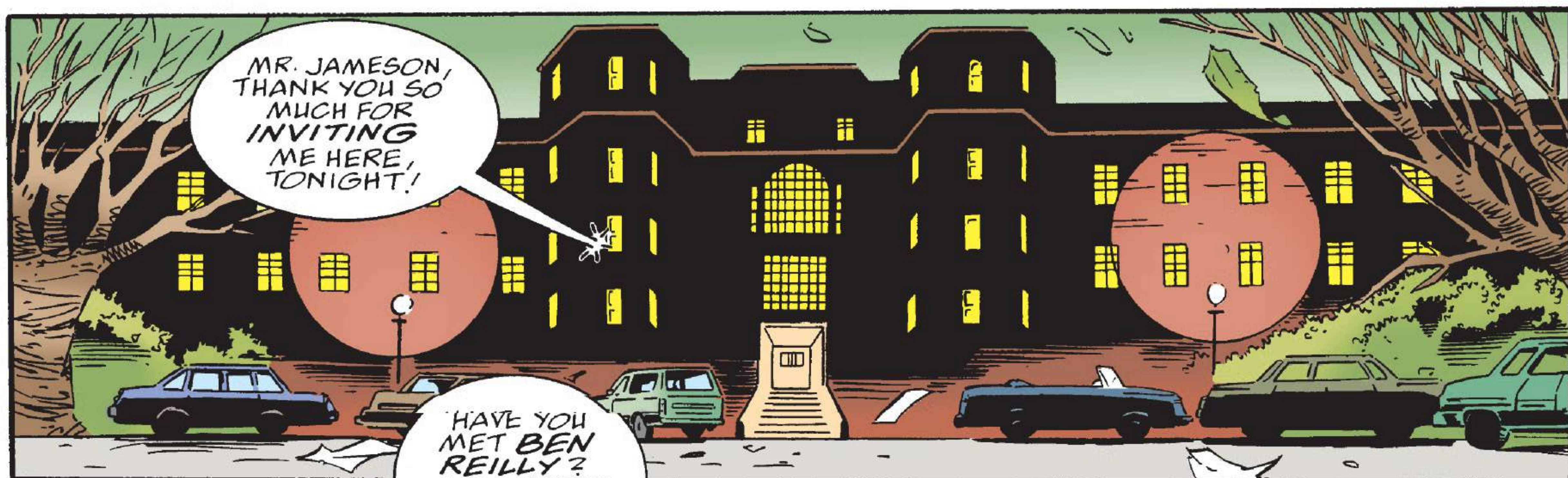
-- TO CONGRATULATE ME ON MY FIRST BY-LINE!

SEE?



THAT ARTICLE'S GOING TO HAUNT ME TO MY GRAVE!

TAXI!



MR. JAMESON,
THANK YOU SO
MUCH FOR
INVITING
ME HERE,
TONIGHT!

HAVE YOU
MET BEN
REILLY?
HE'S PETER
PARKER'S
COUSIN.

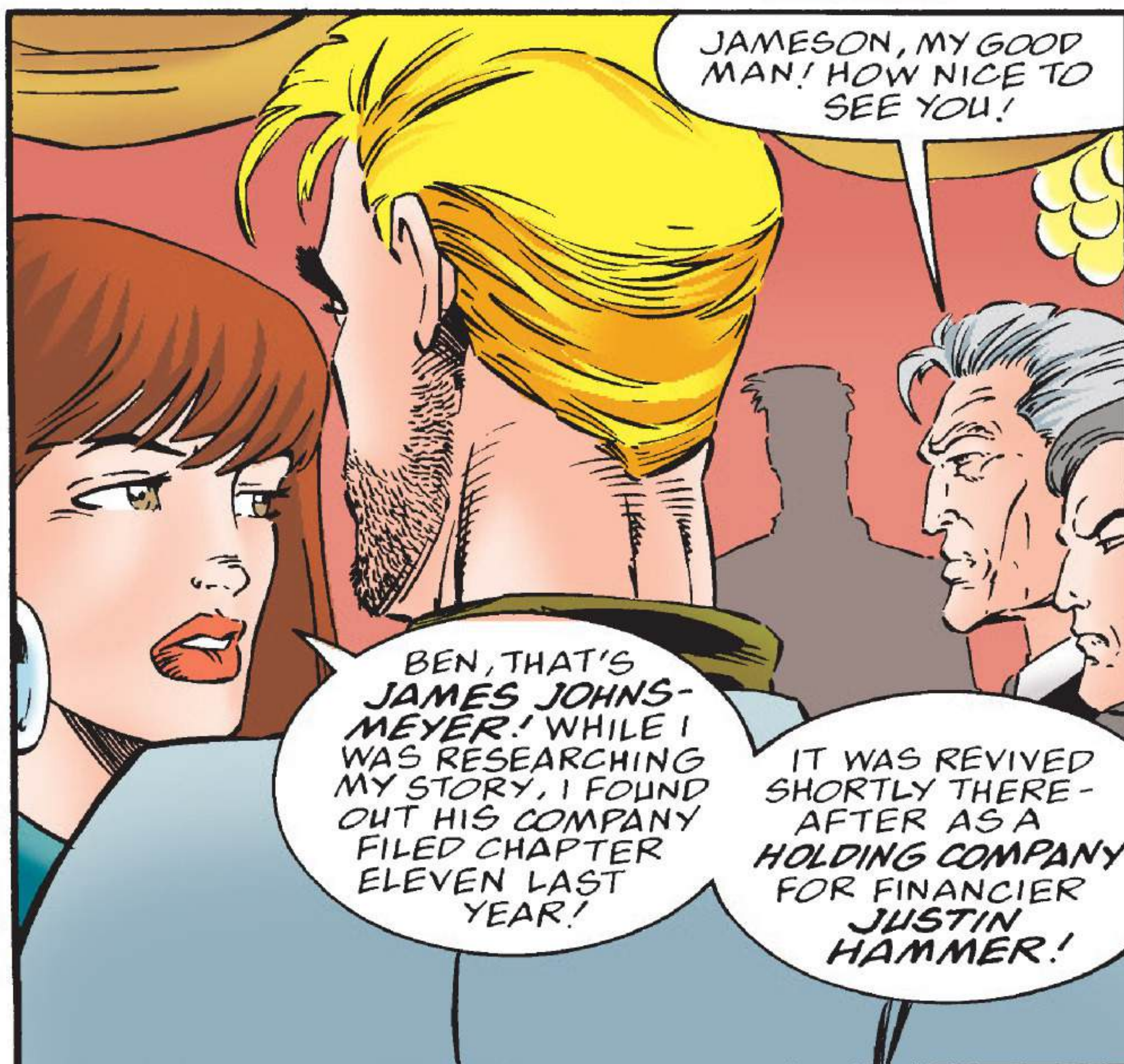


Hmm, YES.
OBVIOUSLY
FASHION
SENSE IS A
FAMILY
TRAIT!

REILLY,
THIS IS
MY WIFE,
MARLA.



JONAH
ALWAYS
SPEAKS SO
HIGHLY OF
YOUR
COUSIN.



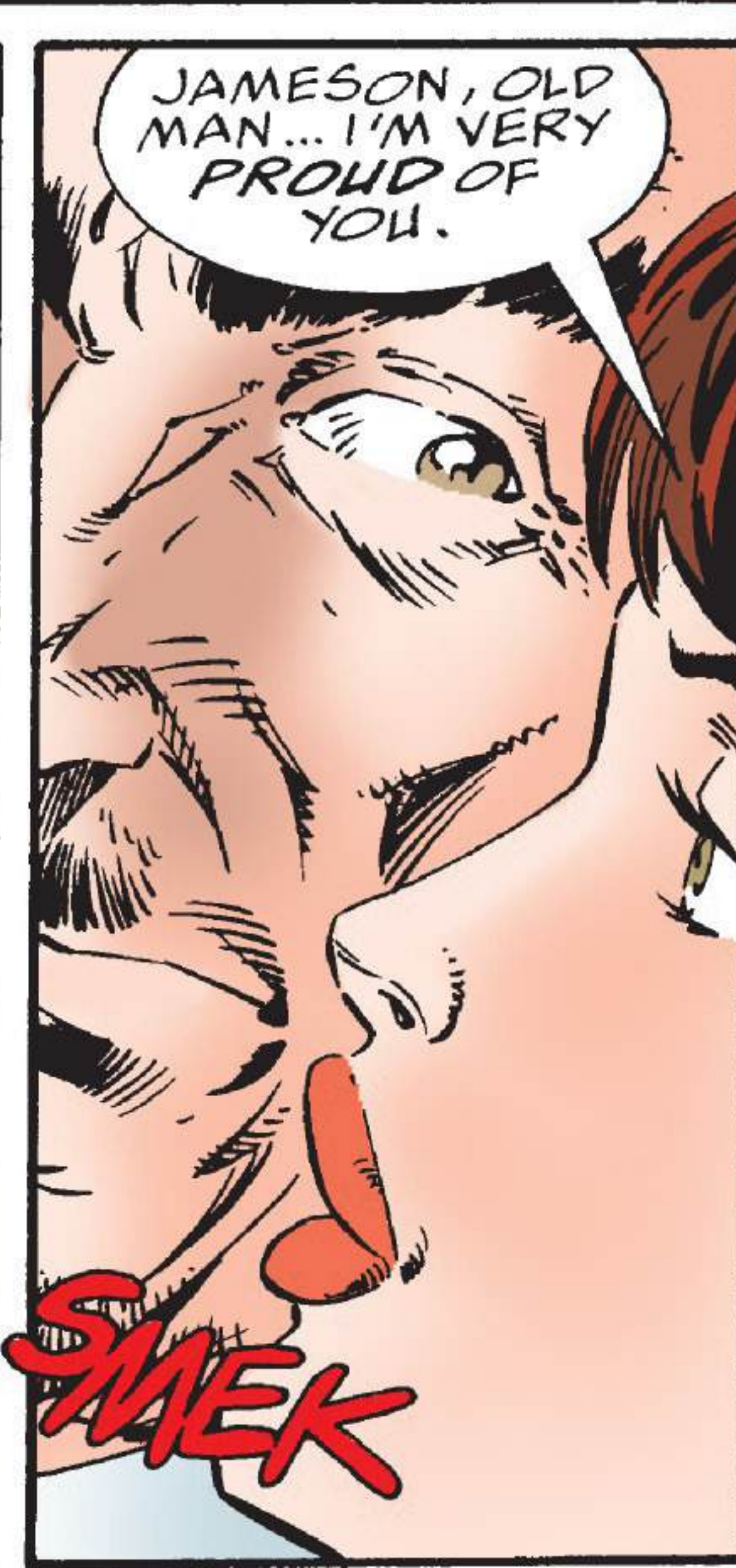
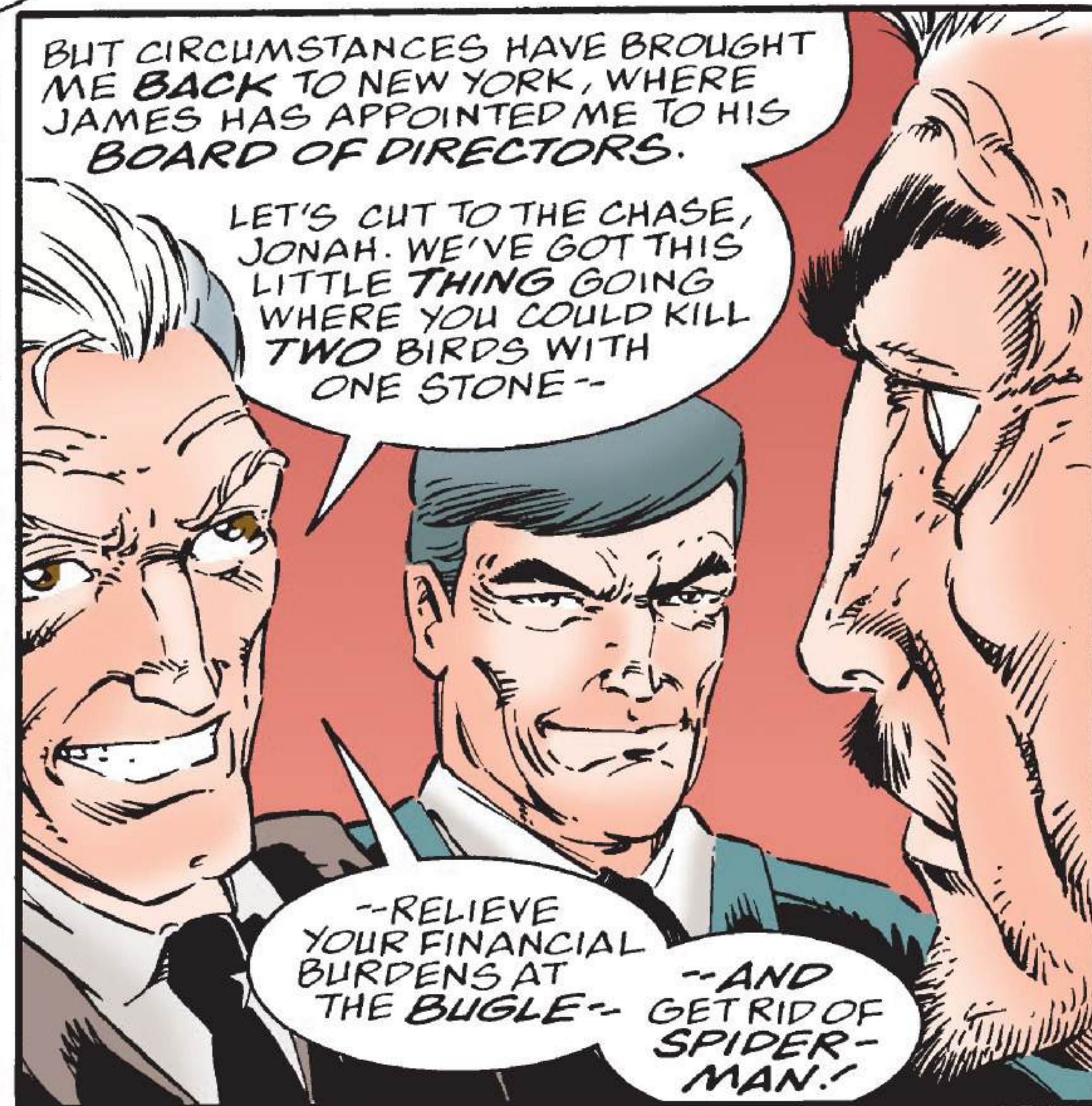
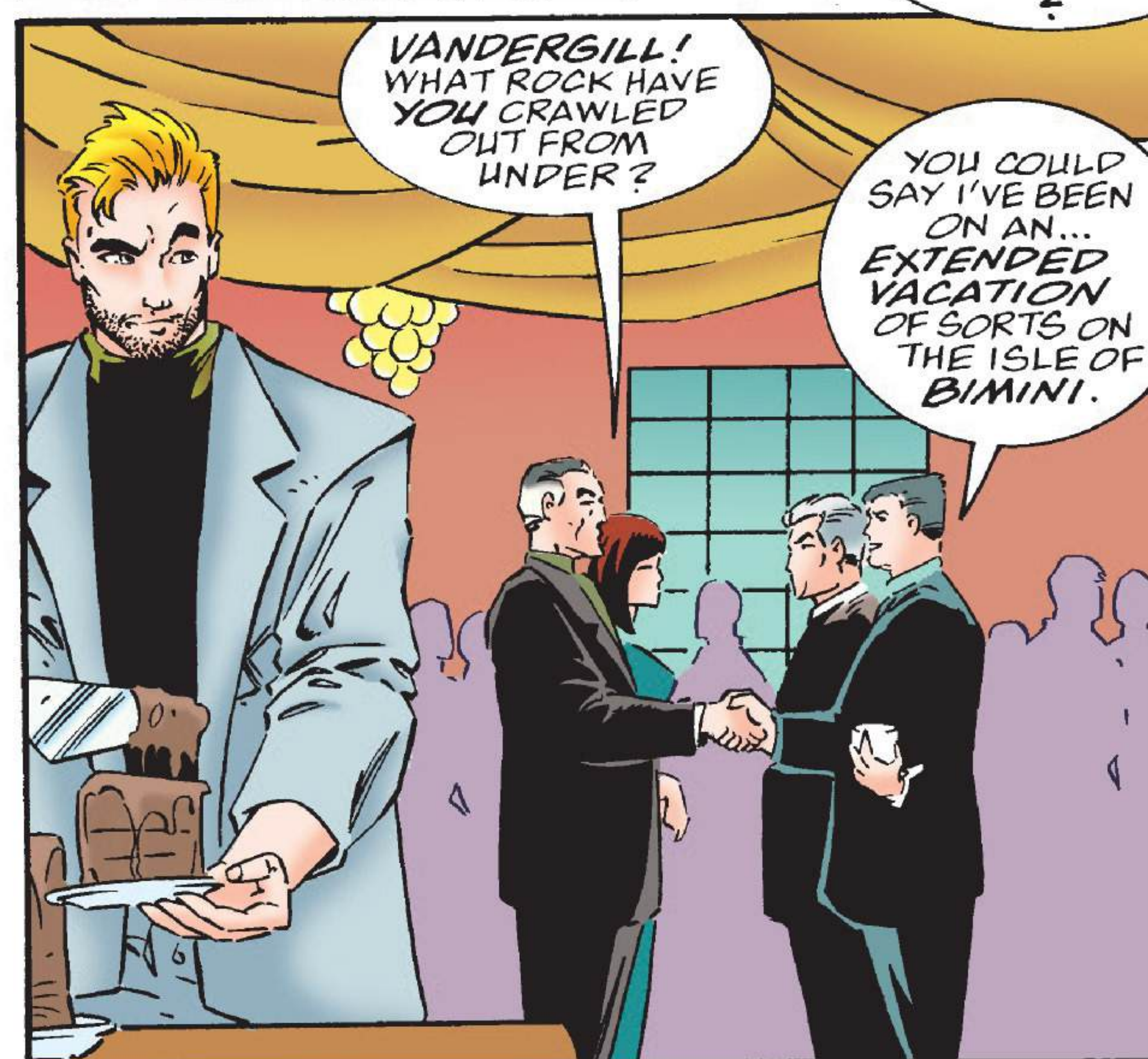
JAMESON, MY GOOD
MAN! HOW NICE TO
SEE YOU!

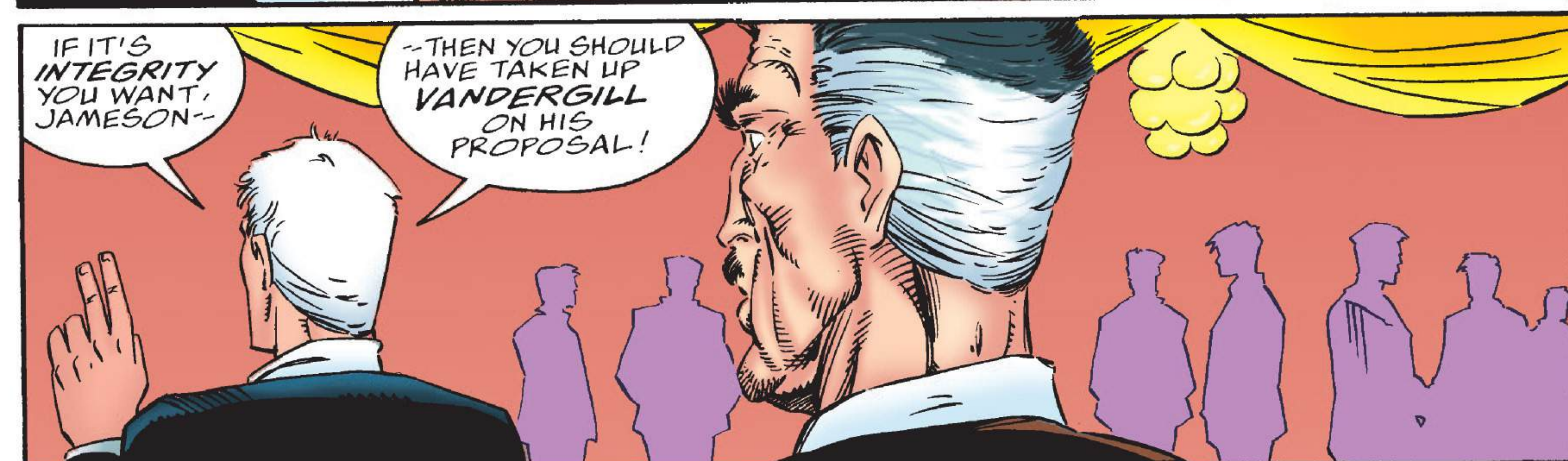
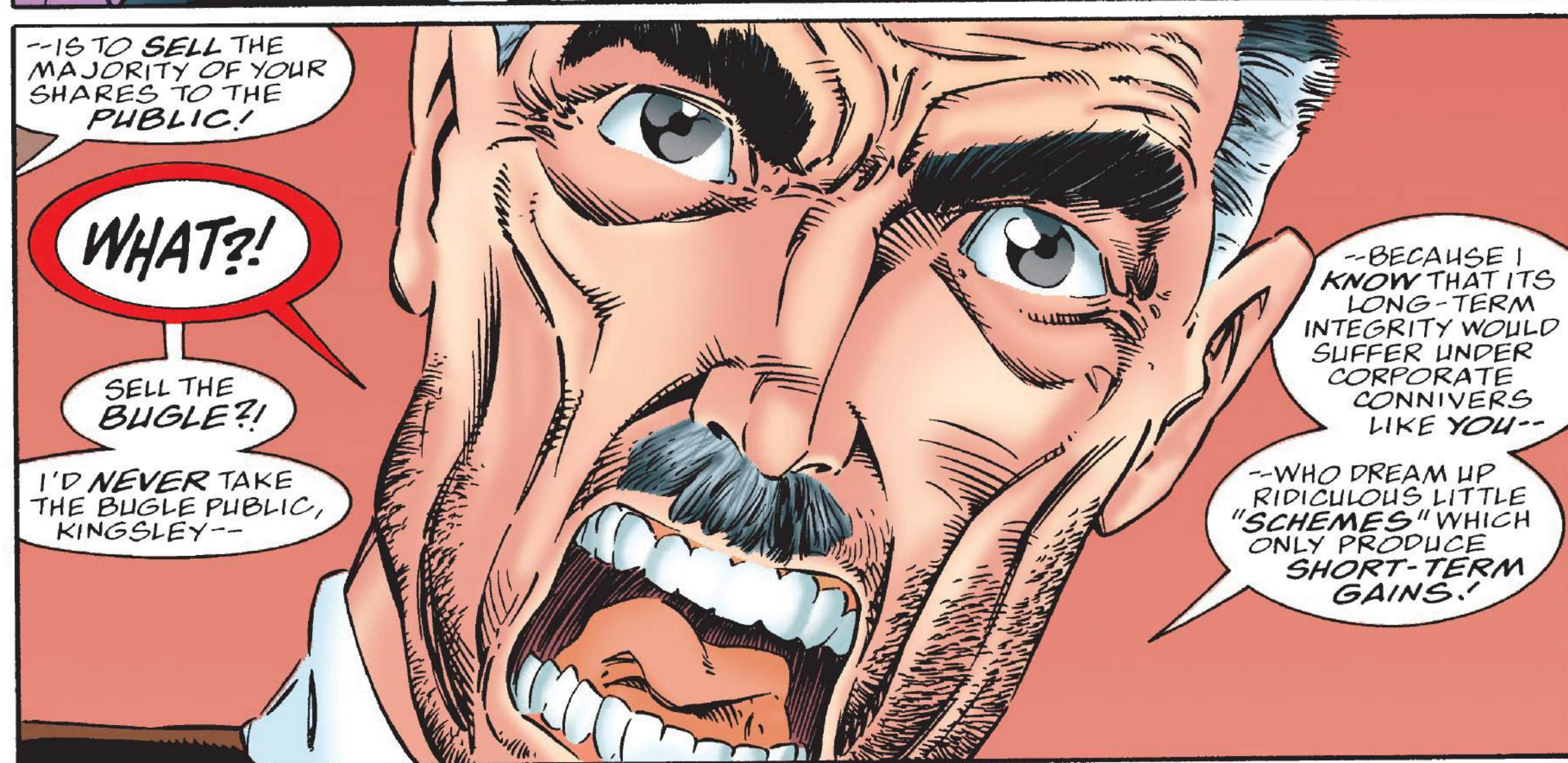
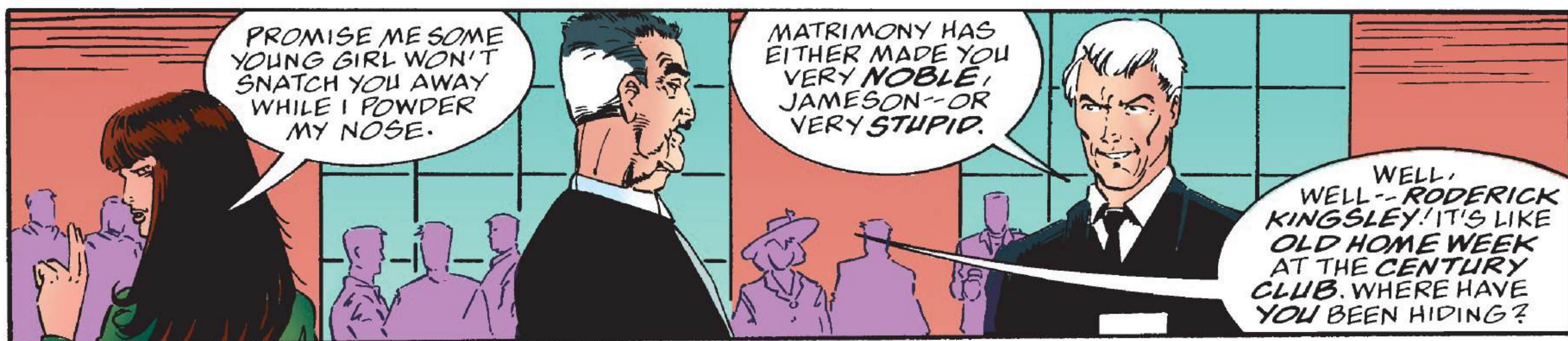
BEN, THAT'S
JAMES JOHNS-
MEYER! WHILE I
WAS RESEARCHING
MY STORY, I FOUND
OUT HIS COMPANY
FILED CHAPTER
ELEVEN LAST
YEAR!

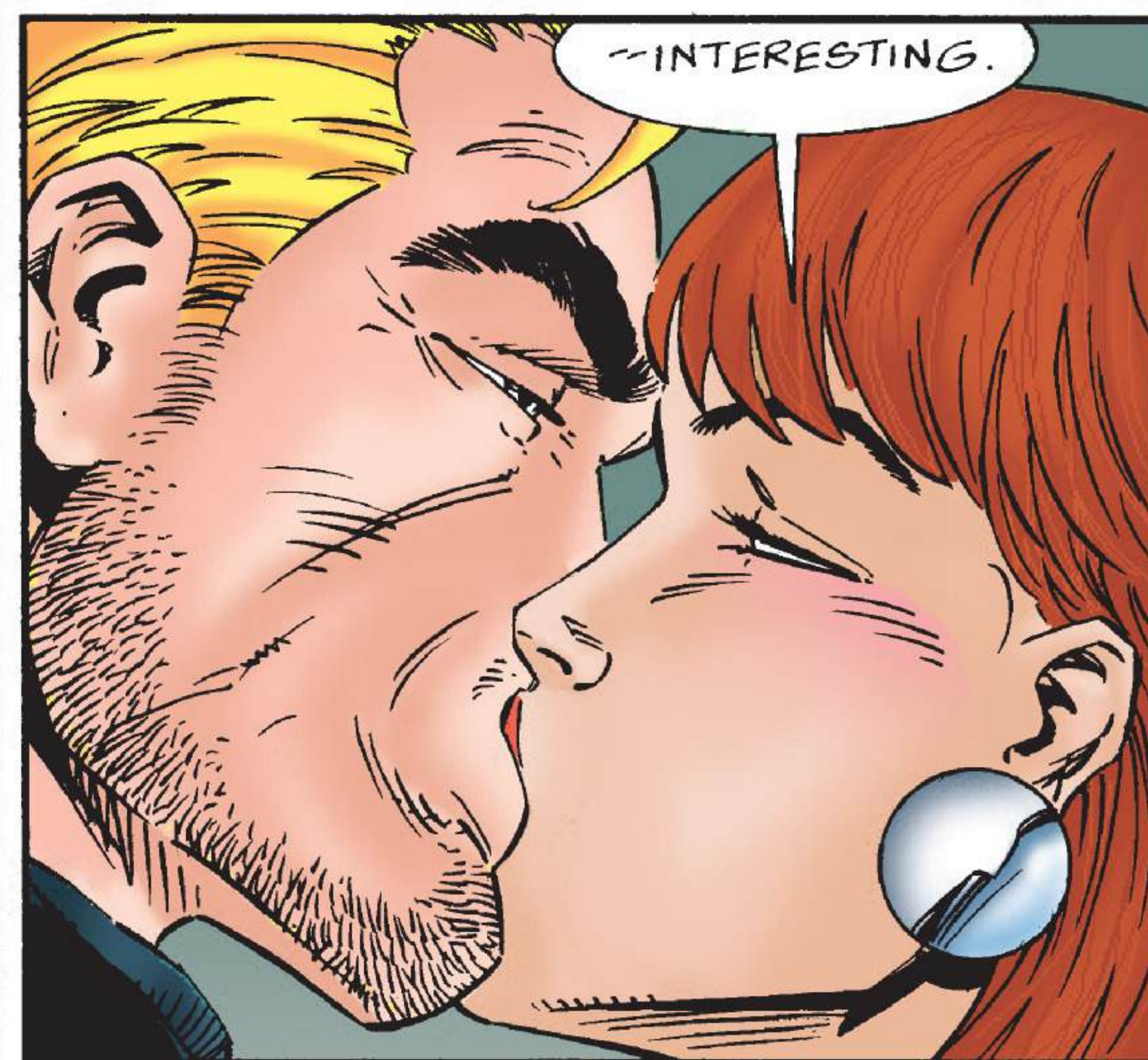
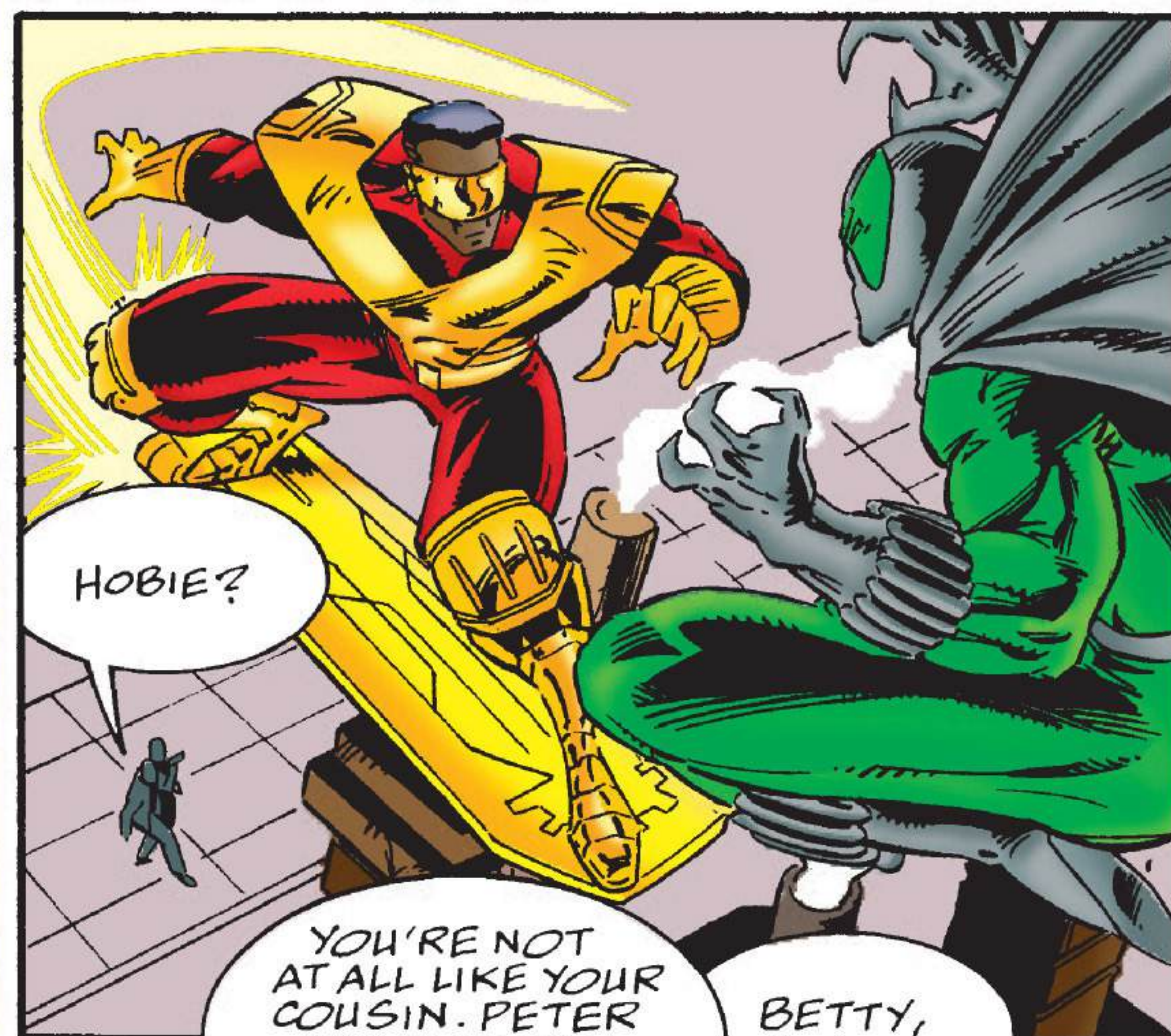
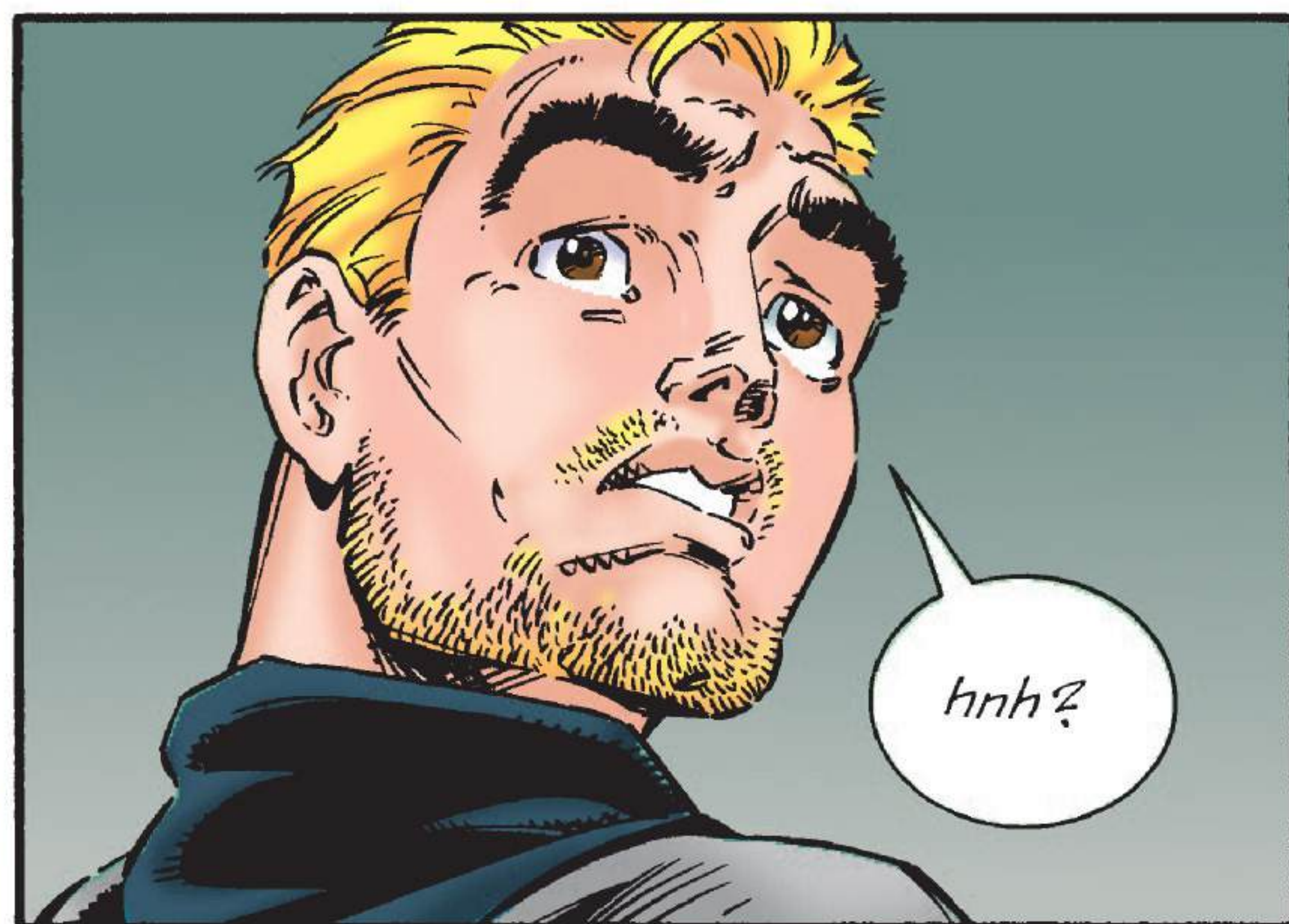
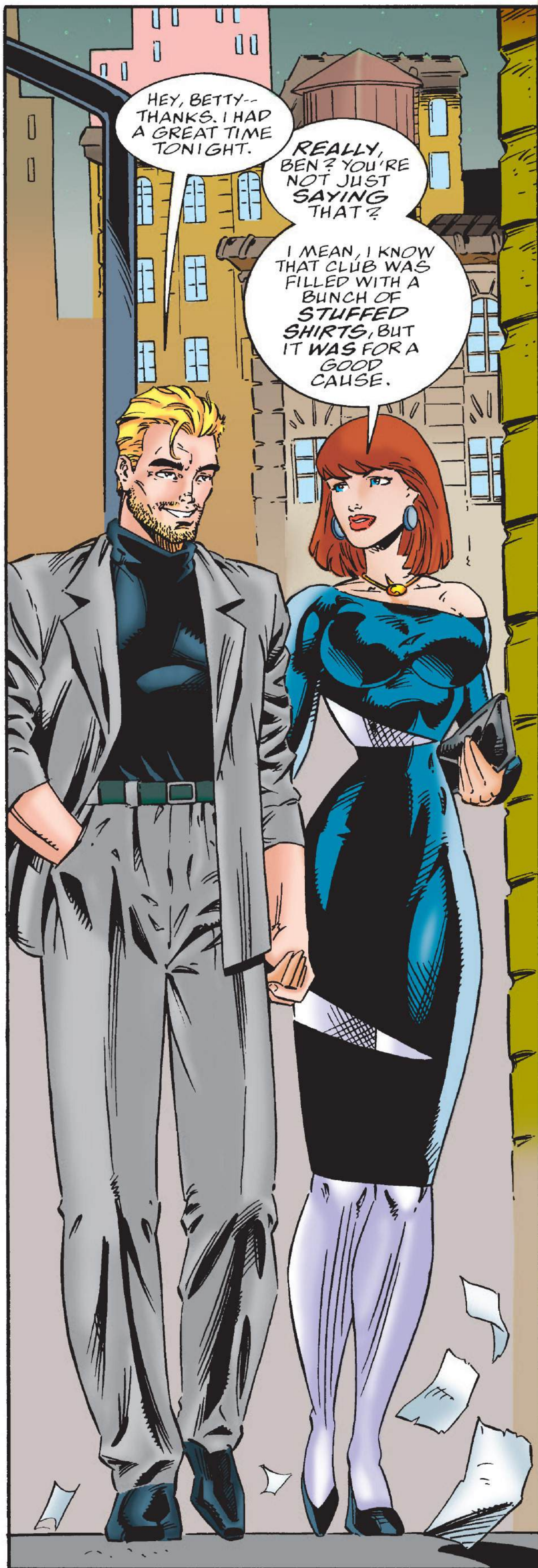
IT WAS REVIVED
SHORTLY THERE-
AFTER AS A
HOLDING COMPANY
FOR FINANCIER
JUSTIN
HAMMER!

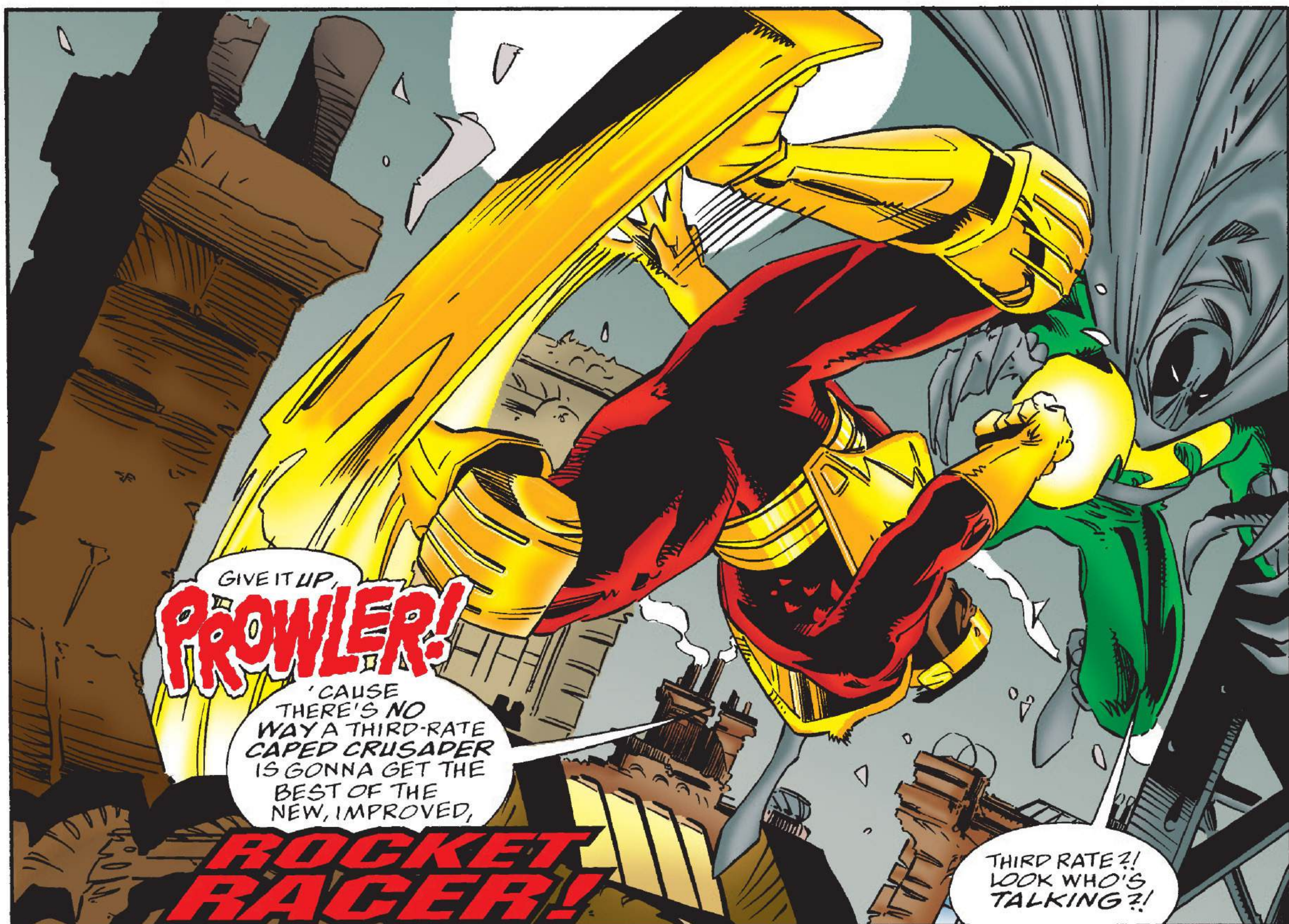


OH, LISTEN TO ME. I WANT TO BE A
REPORTER SO BADLY, BUT I'M
BORING YOU TO TEARS. I'M JUST
SO TIRED OF PLAYING
SERVANT TO THE WORLD...













WHAT WERE YOU **THINKIN'**, SON? DRESSIN' UP IN YOUR DR. DENTON'S AN PLAYIN' THE **SOOPER-HERO**.

HOW MANY TIMES HAVE I **TOLD YOU**-- JUST 'CUZ YER A **WHIZ** AT MAKIN' GADGETS--

--DON'T GIVE YOU THE RIGHT T'GO MESSIN' IN OTHER PEOPLE'S AFFAIRS!



OH, AH'M SORRY, SON. I SHOULDN'T BE SCOLDIN' YOU.



I'LL GO GET US SOME **COFFEE**--

--AN' SEE IF THERE'S ANY WORD ON YOUR **FRIEND**.



PSST--HEY, KID!

?!

UP HERE!

SPIDER-MAN!

HOW YOU DOIN' KID? OR BETTER YET, HOW'S **HOBBIE BROWN**?

STILL IN A **COMA**. MOST OF HIS BONES **BROKEN**--

--H-HE USED HIS BODY TO **SHIELD** MINE IN THE **FALL**.

WE--WE JUST HAVEN'T BEEN GETTING MUCH WORK FROM **SILVER SABLE**.



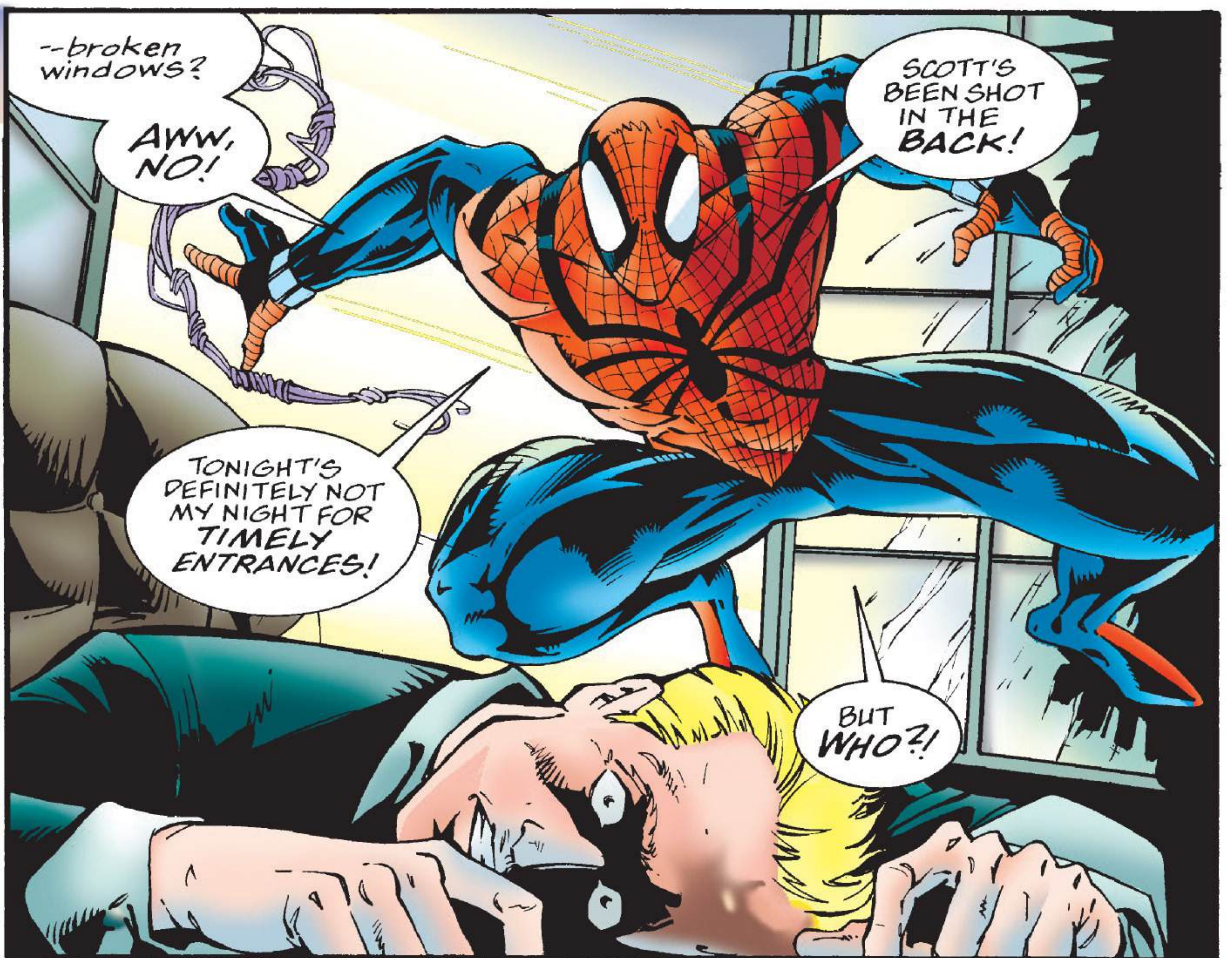
SO WHEN I HEARD ABOUT THIS **GREAT GAME**, WE EACH GOT A **SPONSOR**, AND STAGED A **FIGHT**-- TO SPLIT THE **EARNINGS**.

IT'S ALL MY **FAULT**.

NO--IT'S **NOT**! I SAW YOU GUYS **TUSSLING**-- BUT I--

KID, TELL ME--WHO'S YOUR **SPONSOR**?







Ahh... HIS ROYAL HIGHNESS HAS RETURNED.

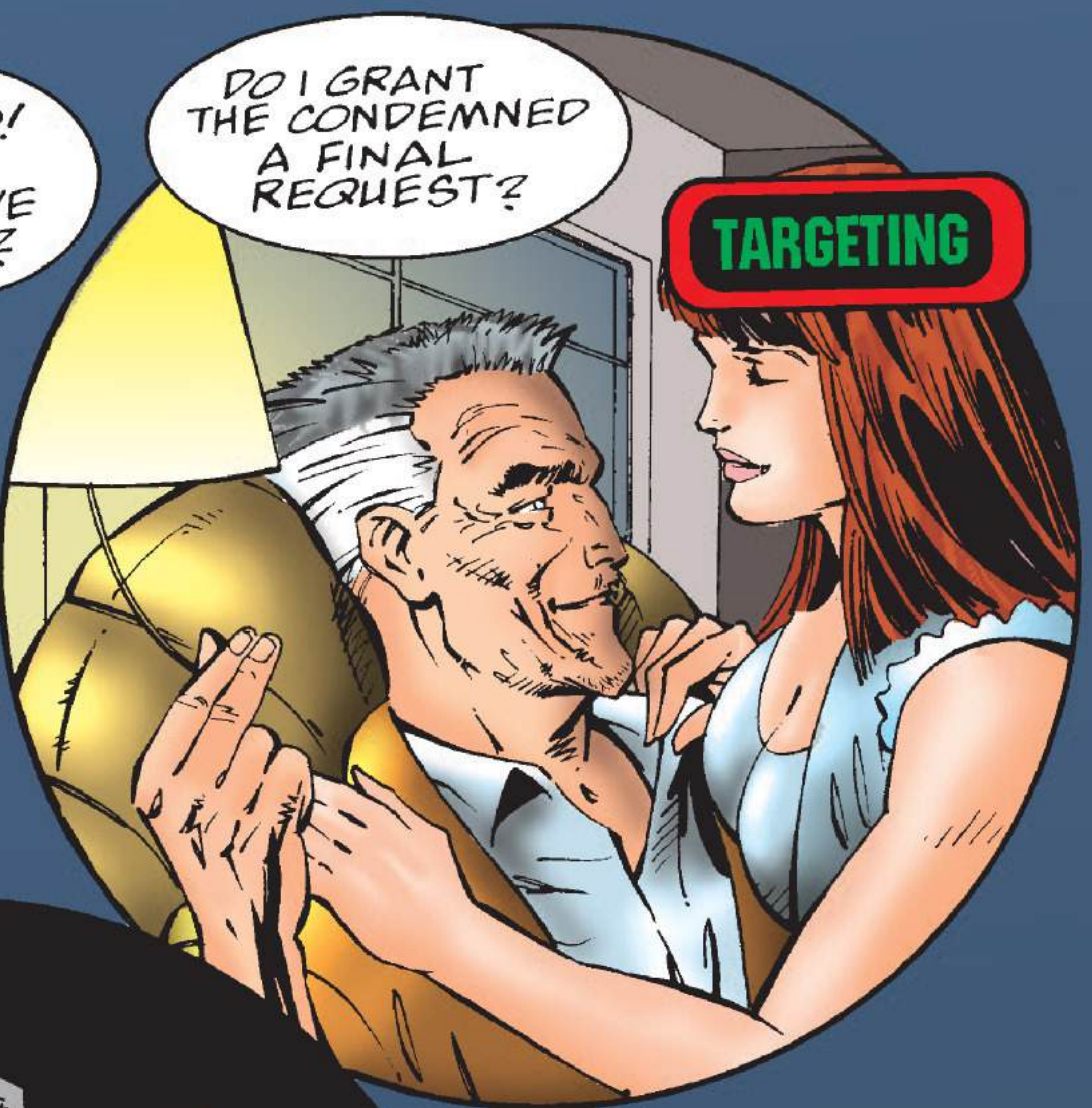
ALL SAFE AND SECURE IN HIS CASTLE--



--WHILE HIS VAST EMPIRE CRUMBLES AROUND HIM.

MAG:15X

Oh, HO! WHAT HAVE WE HERE?

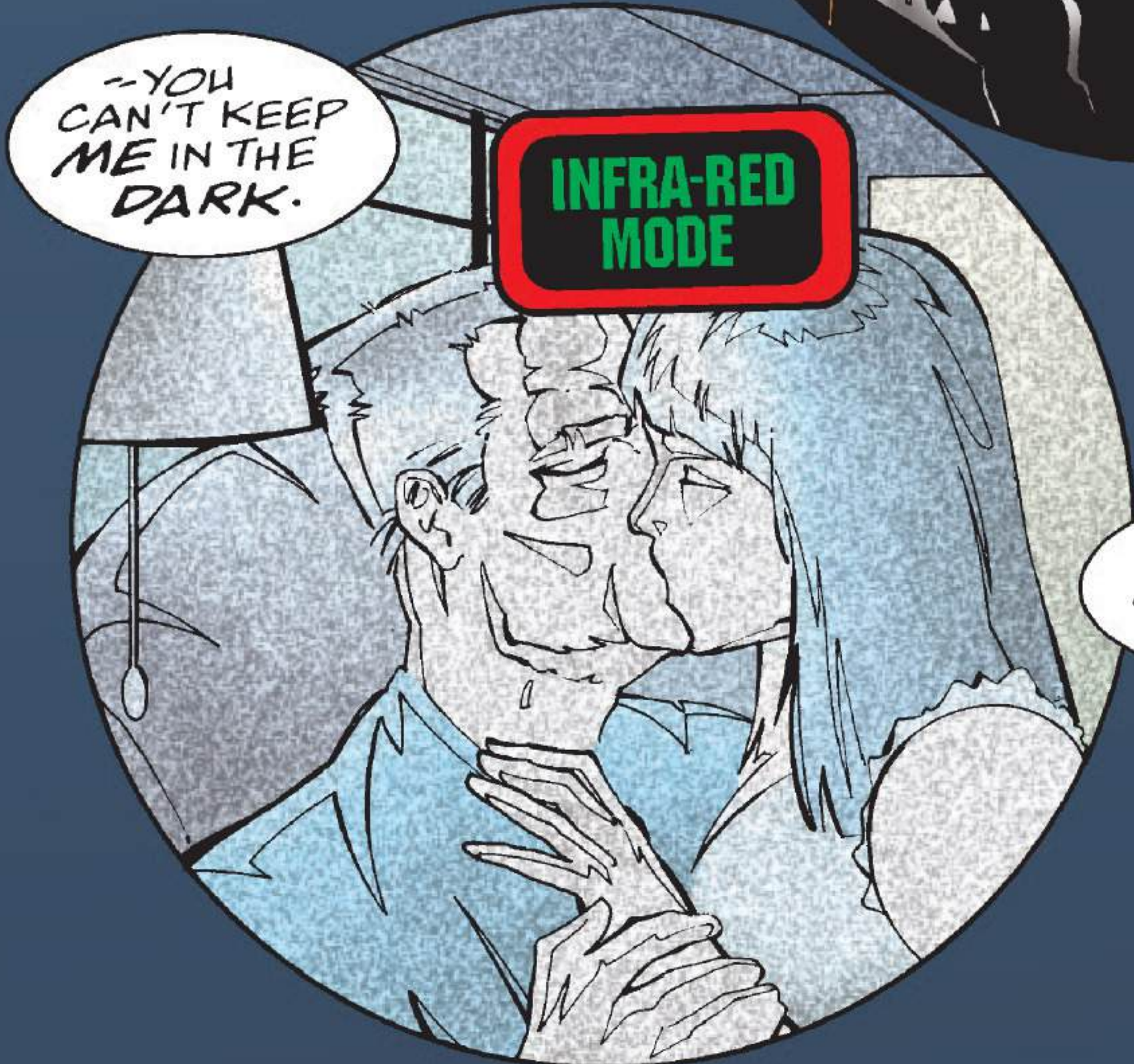


DO I GRANT THE CONDEMNED A FINAL REQUEST?

TARGETING



Uh-uh-uh, MR. JAMESON. I'M NOT ONE OF YOUR EMPLOYEES--



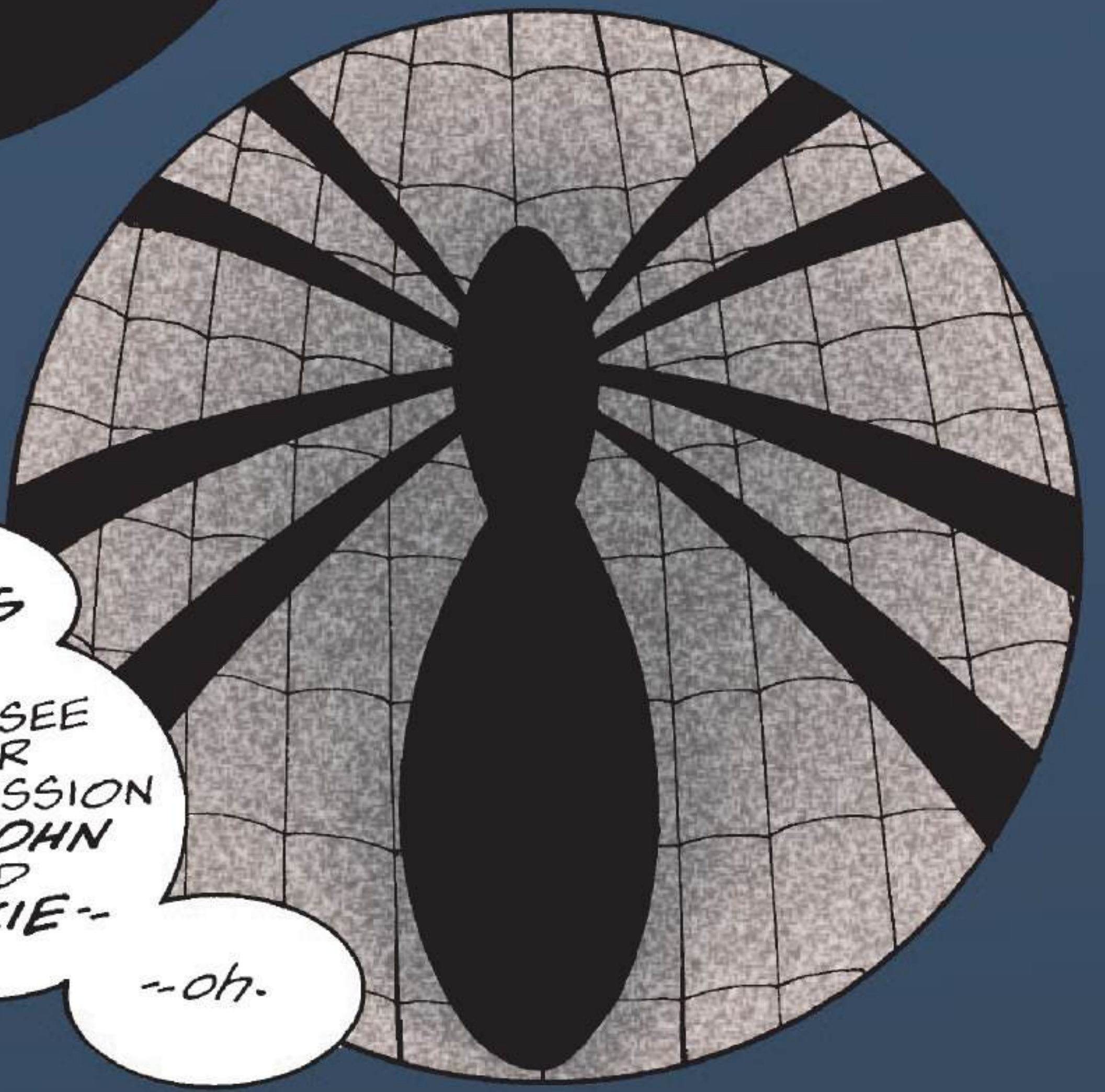
--YOU CAN'T KEEP ME IN THE DARK.

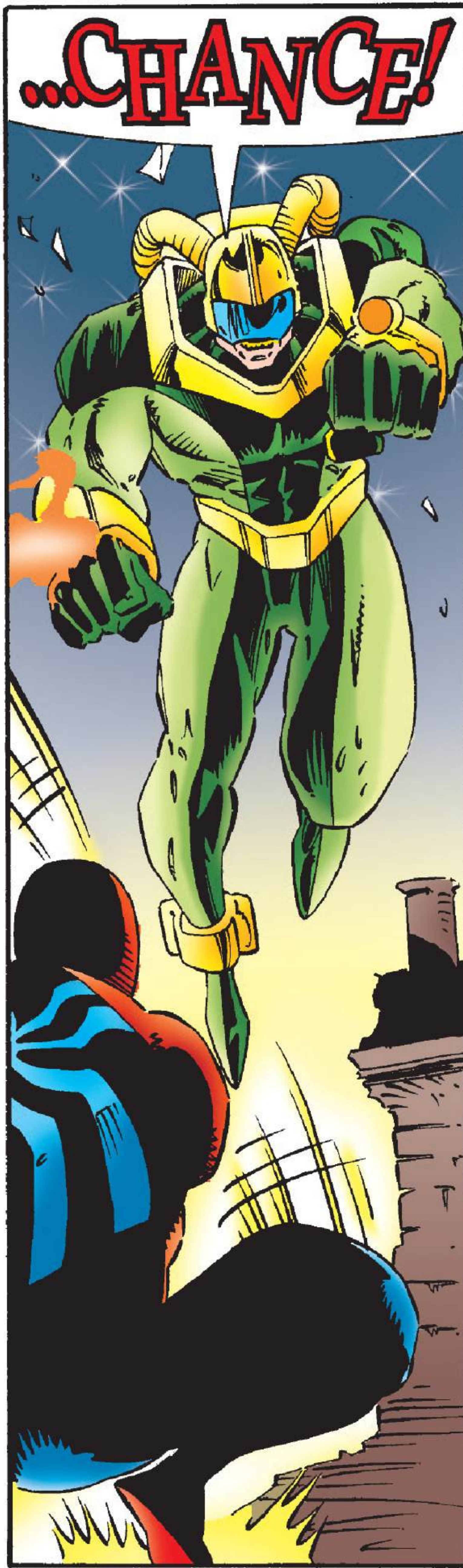
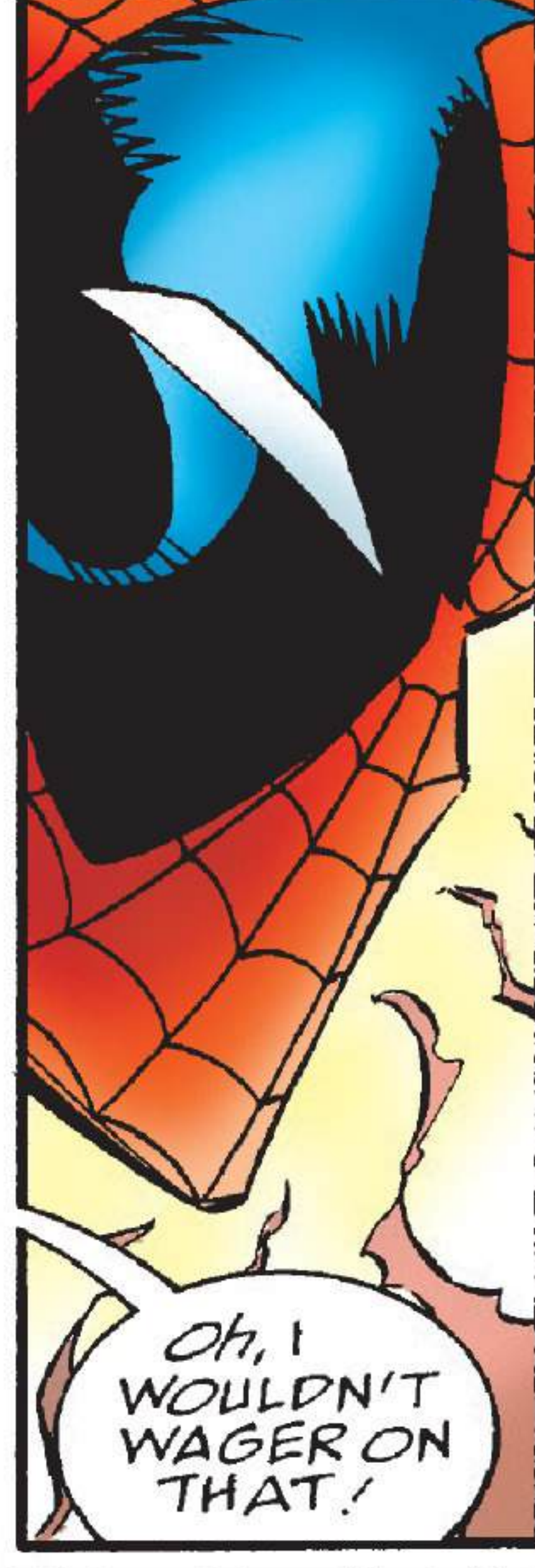
INFRA-RED MODE

ROLE-PLAYING TIME!

LET'S SEE YOUR IMPRESSION OF JOHN AND JACKIE--

--oh.







LEMME GUESS
-ANOTHER
PAWN IN THIS
SILLY
CONTEST?

YOU'LL
EXCUSE ME
IF I DON'T
HANG
AROUND--

-I WAS
NEVER MUCH
GOOD AT
PIN THE
PAIN ON
THE
SPIDER!

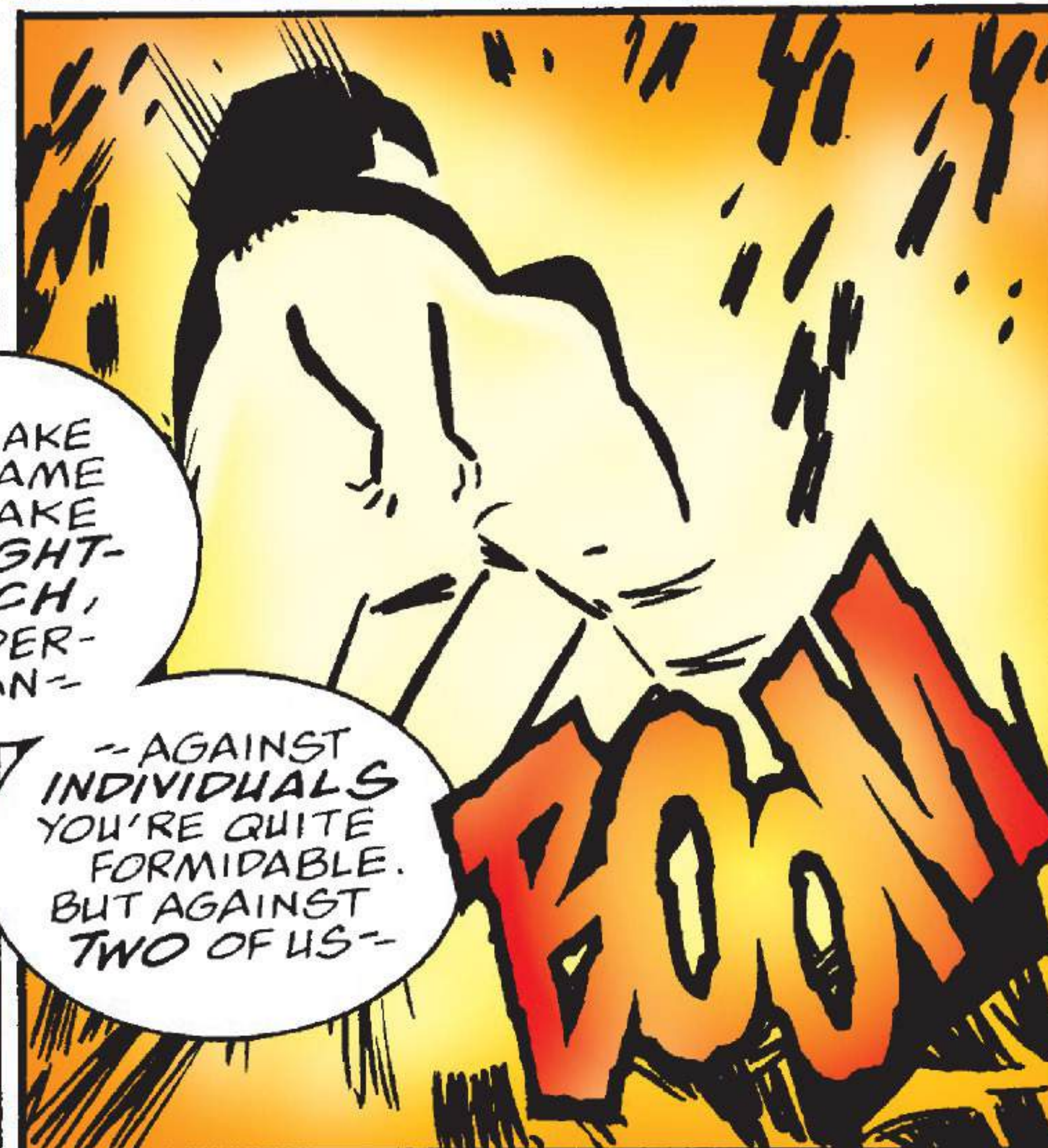


I'M NOT MERELY
A **PLAYER**,
WEB-SLINGER--

-I'M MY OWN
SPONSOR
AS WELL!



YOU MAKE
THE SAME
MISTAKE
AS **NIGHT-
WATCH**,
SPIDER-
MAN--



-AGAINST
INDIVIDUALS
YOU'RE QUITE
FORMIDABLE.
BUT AGAINST
TWO OF US--

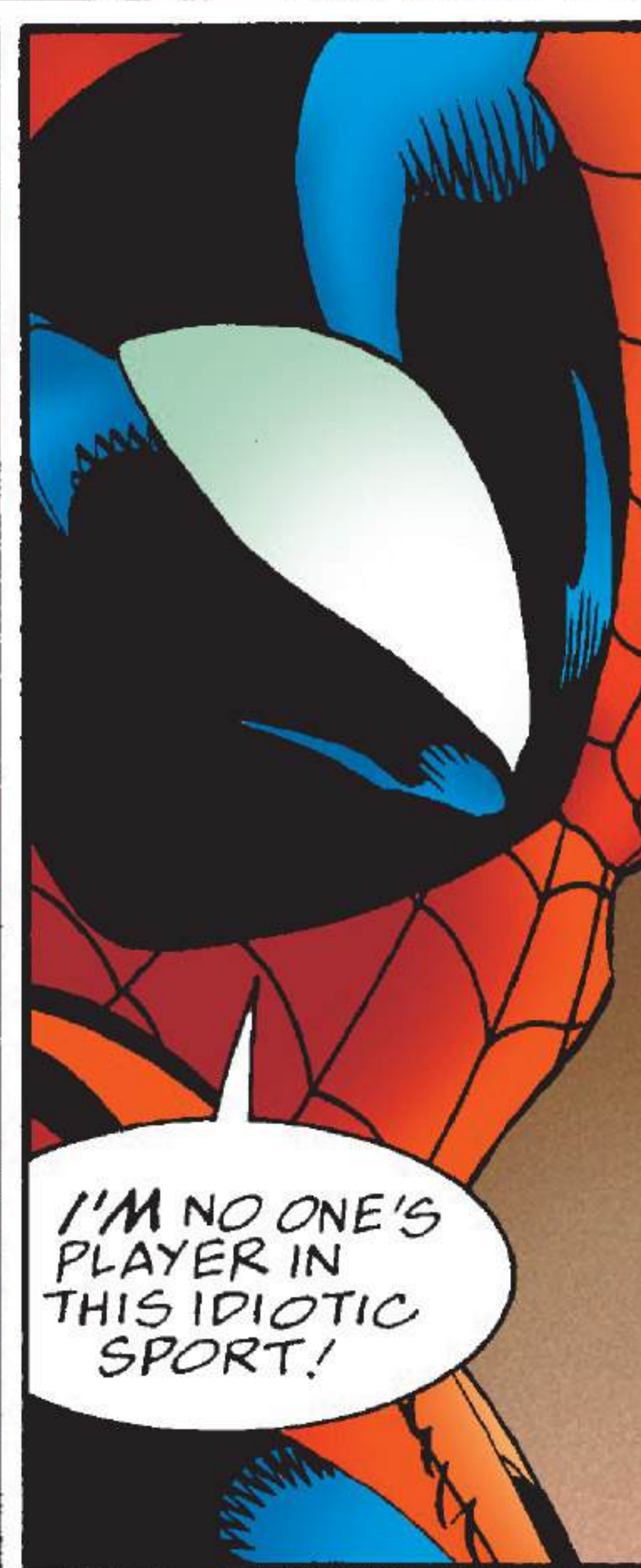
BOOM!



--YOU DON'T
STAND A
CHANCE!

I WAGERED
MY **ENTIRE
EARNINGS**
FROM THE GAME
THUS FAR ON
**TONIGHT'S
MATCH!**

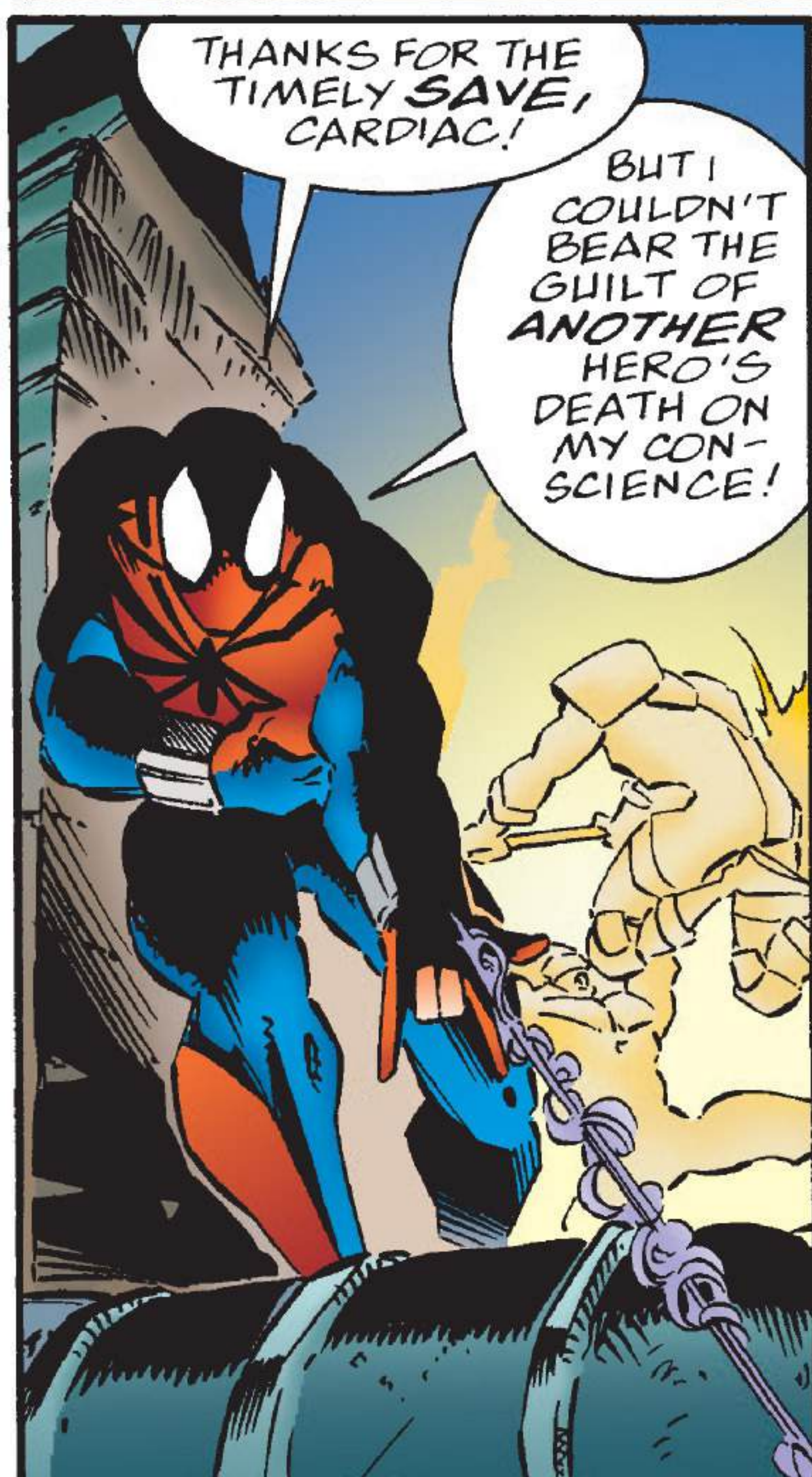
"WAGERED"?
AGAINST
WHO?!



I'M NO ONE'S
PLAYER IN
THIS IDIOTIC
SPORT!



WANNA
BET?





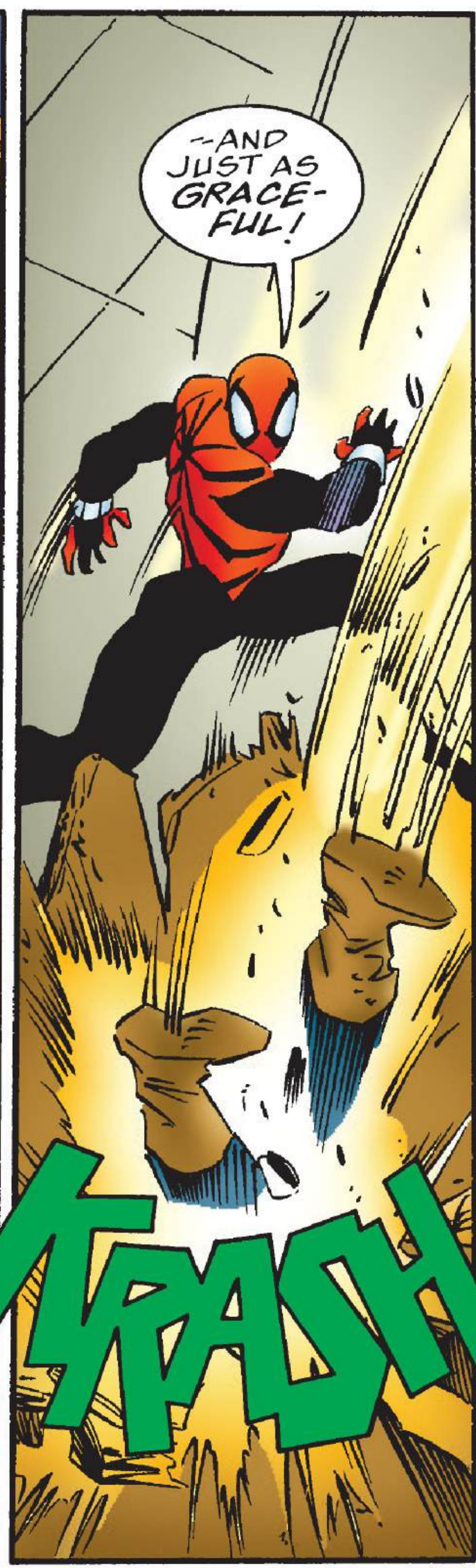
AWW, QUIT COMPLAININ'!! THE WALL-CRAWLER IS ALREADY THROWIN' IN THE TOWEL--



--RIGHT ON TOP'A THE **JOHNSCORP BUILDING!!**

AN IDEAL SPOT FOR HIS DEMISE!

YOU'RE ABOUT AS SUBTLE AS A **BRICK**, TORO--

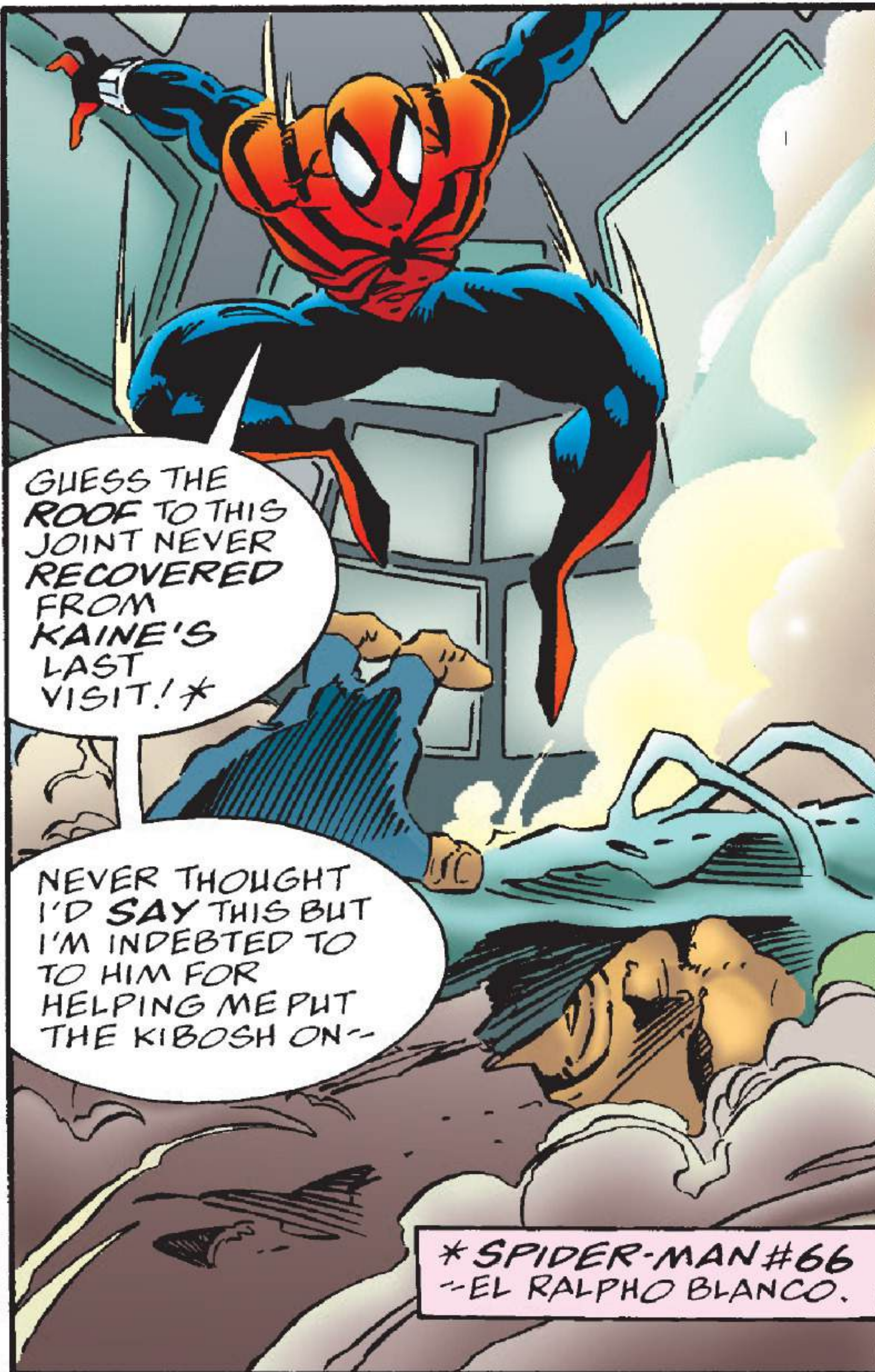


--AND JUST AS **GRACEFUL!**

CRASH



OOPH!



GUESS THE ROOF TO THIS JOINT NEVER RECOVERED FROM KAINE'S LAST VISIT! *

NEVER THOUGHT I'D SAY THIS BUT I'M INDEBTED TO HIM FOR HELPING ME PUT THE KIBOSH ON--

* SPIDER-MAN #66
--EL RALPHO BLANCO.



--TORO!

YOU FELL FOR THE OLD **POSSUM TRICK** ?!

WHAT KIND A' MORON WOULD SPONSOR ANY PLAYER AS **CLUELESS AS THAT** ?!



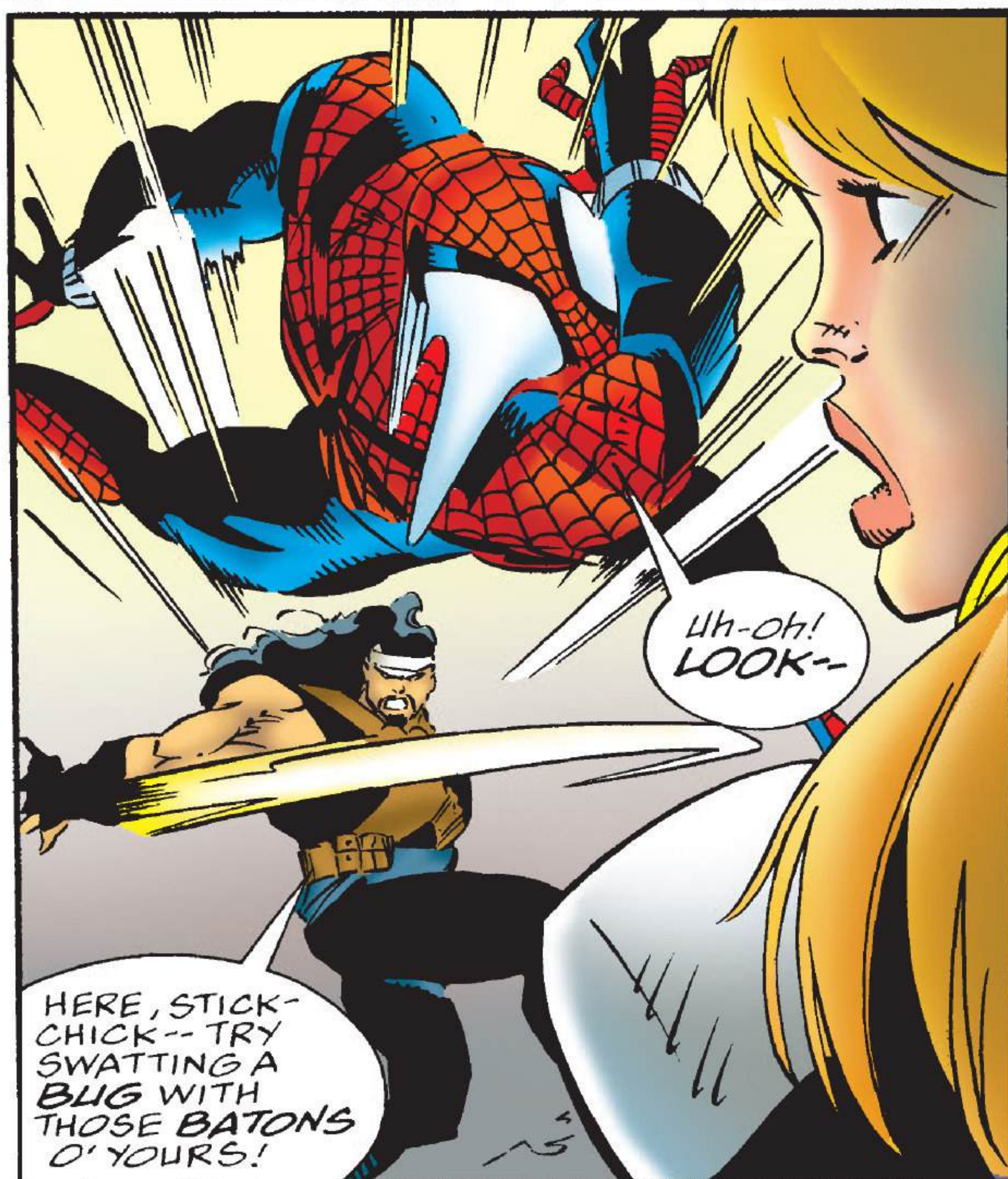
A MORON WHO BELIEVES THAT HONOR AND INTEGRITY STILL COUNT FOR SOMETHING--

--EVEN WHEN THE OTHER PLAYERS SOLD OUT IN THAT DEPARTMENT A LONG TIME AGO!

J-JOYSTICK?

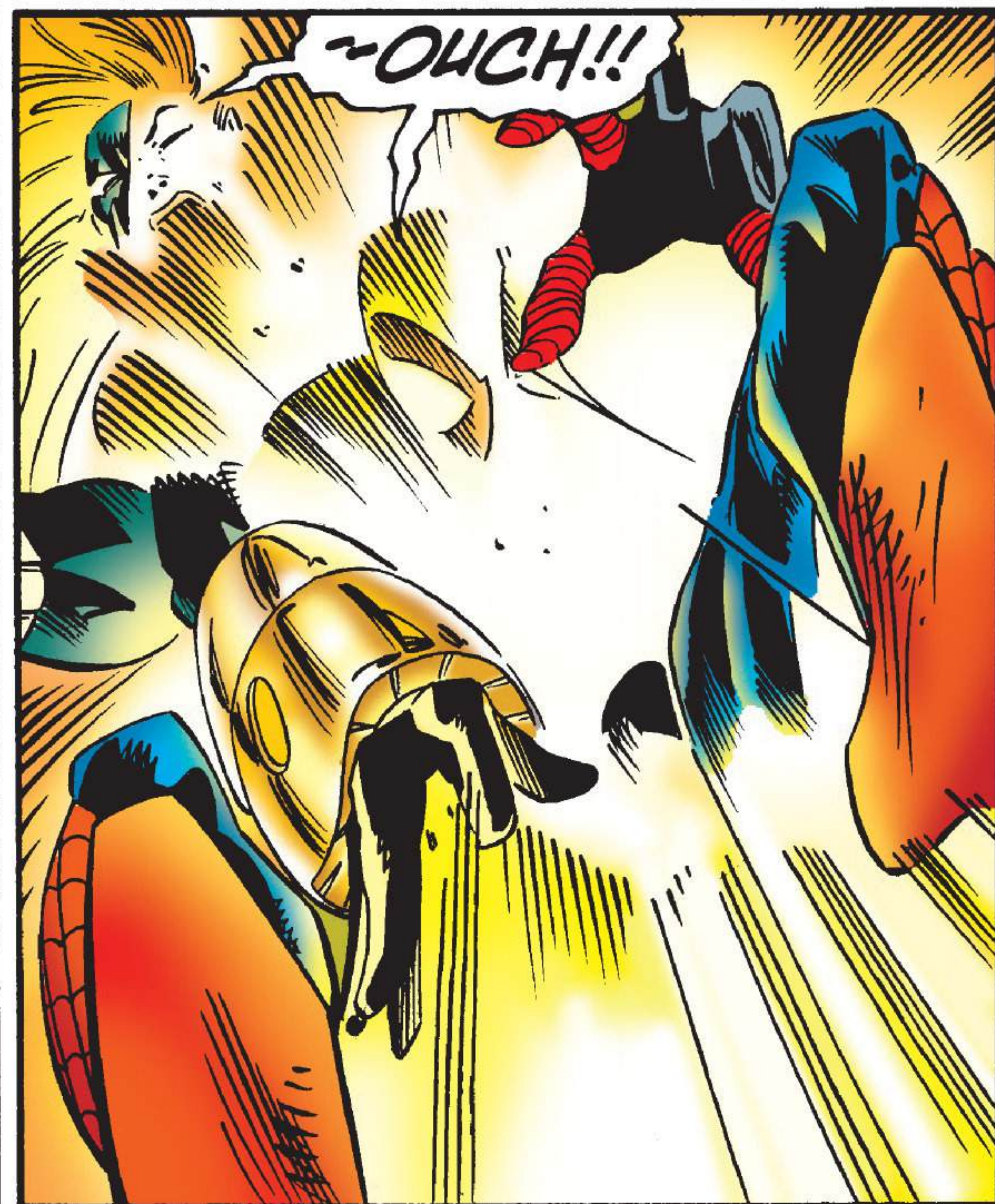
WHACKK

ARRGH!



Uh-oh! LOOK--

HERE, STICK-CHICK-- TRY SWATTING A BUG WITH THOSE BATONS O' YOURS!



--OUCH!!



I BEEN LOOKIN' FOWARD TO THIS REMATCH FOR A LONG TIME, 'STICKS!



I--I BEAT YOU ONCE BEFORE, TORO--

--I'LL DO IT AGAIN!

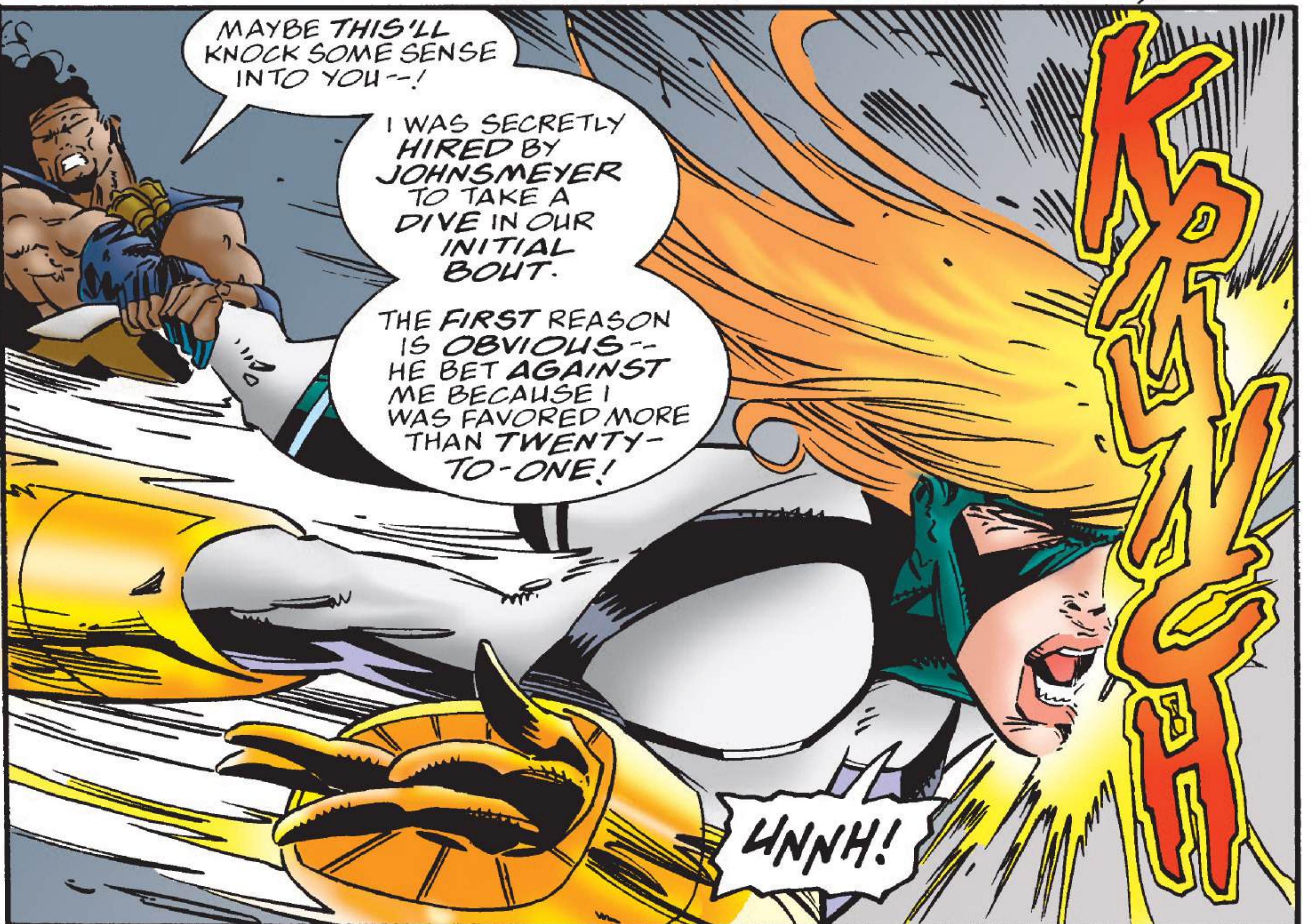
BAZARKK



heh.



YOU STILL DON'T GET IT, DO YOU?

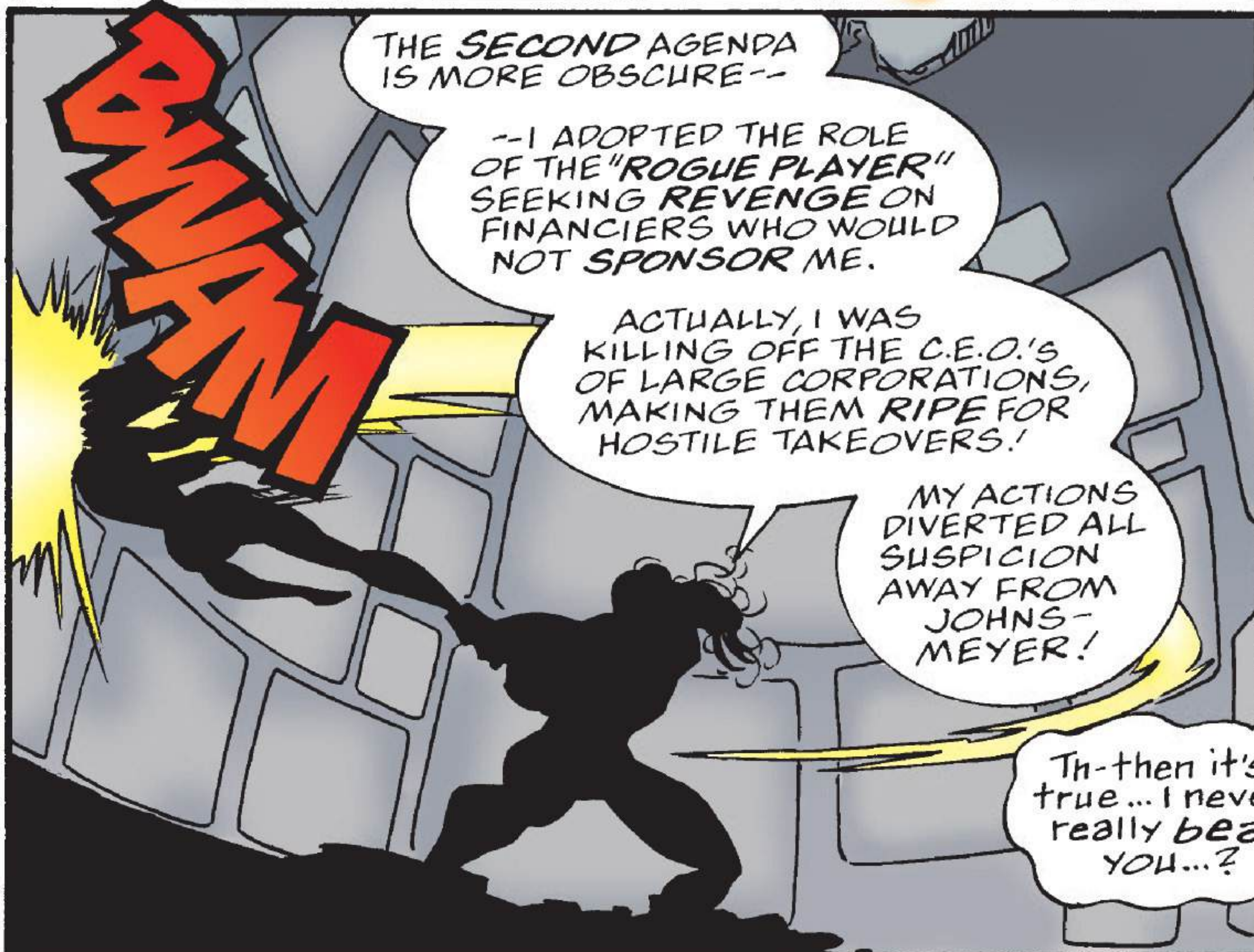
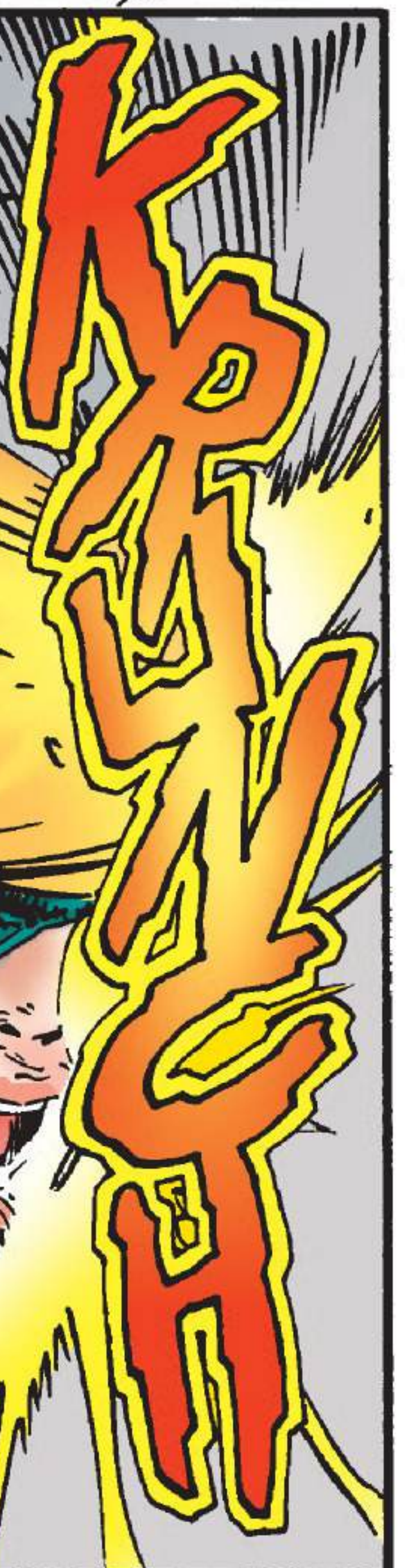


MAYBE THIS'LL KNOCK SOME SENSE INTO YOU--!

I WAS SECRETLY HIRED BY JOHNSMEYER TO TAKE A DIVE IN OUR INITIAL BOUT.

THE FIRST REASON IS OBVIOUS-- HE BET AGAINST ME BECAUSE I WAS FAVORED MORE THAN TWENTY-TO-ONE!

UNNH!



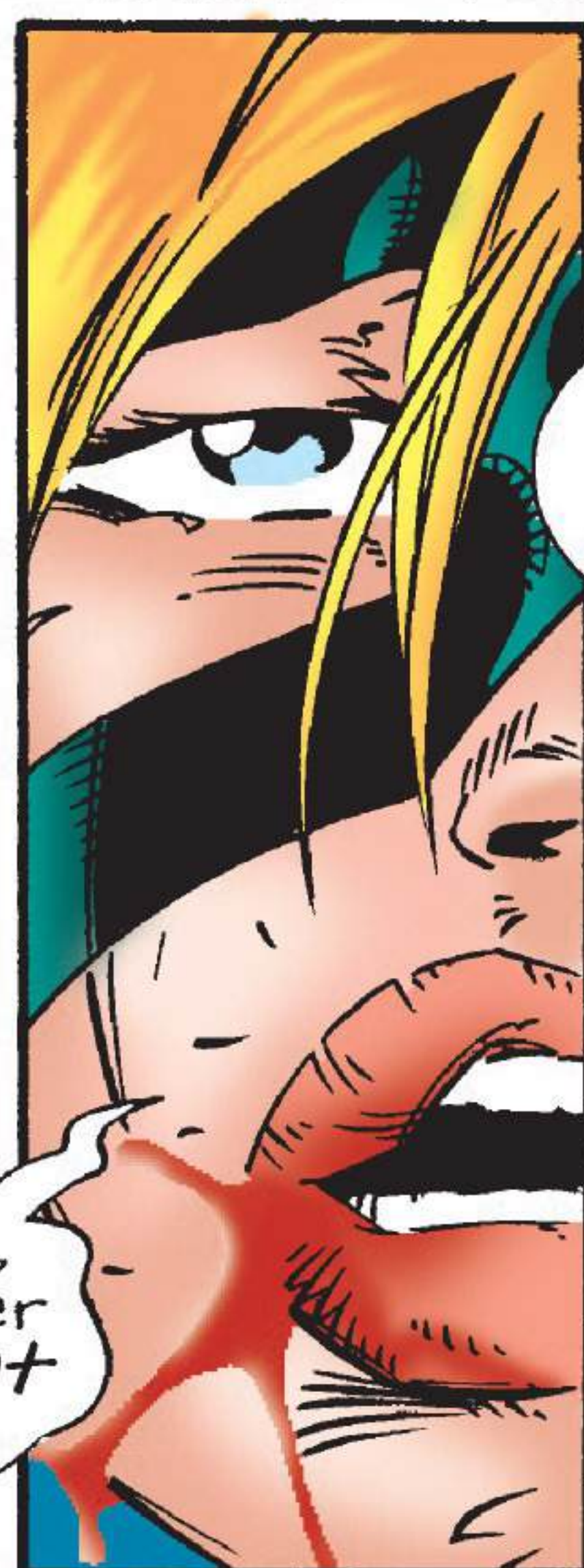
THE SECOND AGENDA IS MORE OBSCURE--

--I ADOPTED THE ROLE OF THE "ROGUE PLAYER" SEEKING REVENGE ON FINANCIERS WHO WOULD NOT SPONSOR ME.

ACTUALLY, I WAS KILLING OFF THE C.E.O.'S OF LARGE CORPORATIONS, MAKING THEM RIPE FOR HOSTILE TAKEOVERS!

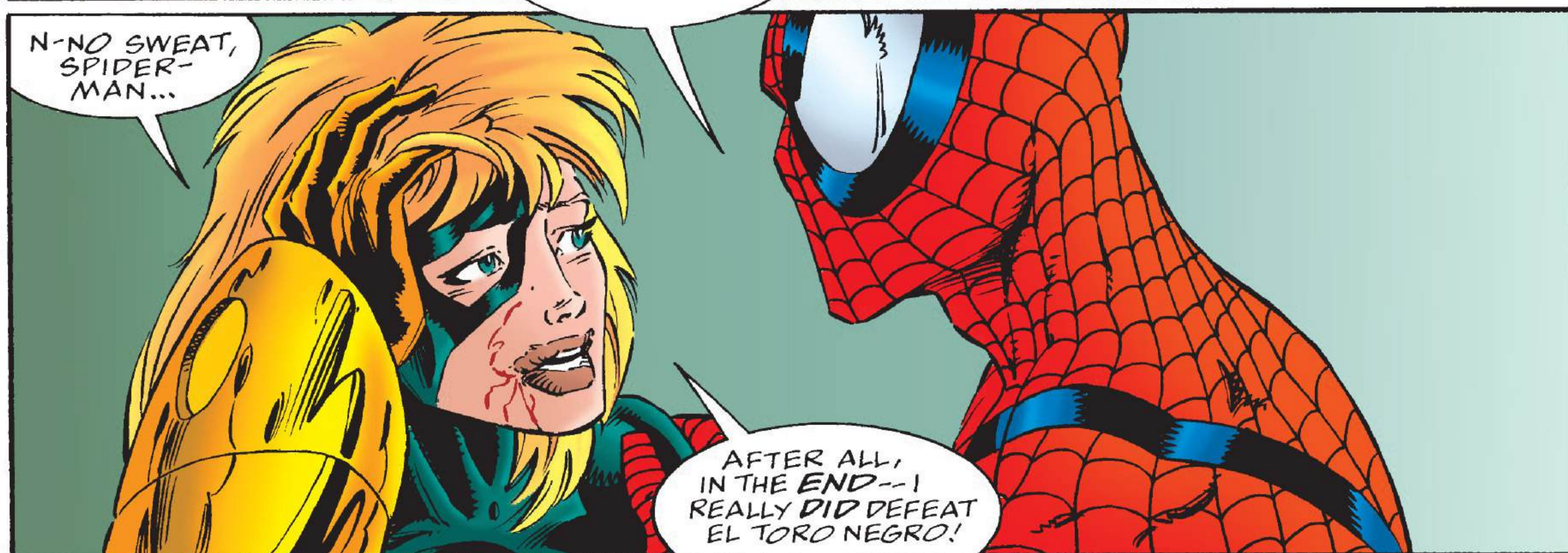
MY ACTIONS DIVERTED ALL SUSPICION AWAY FROM JOHNSMEYER!

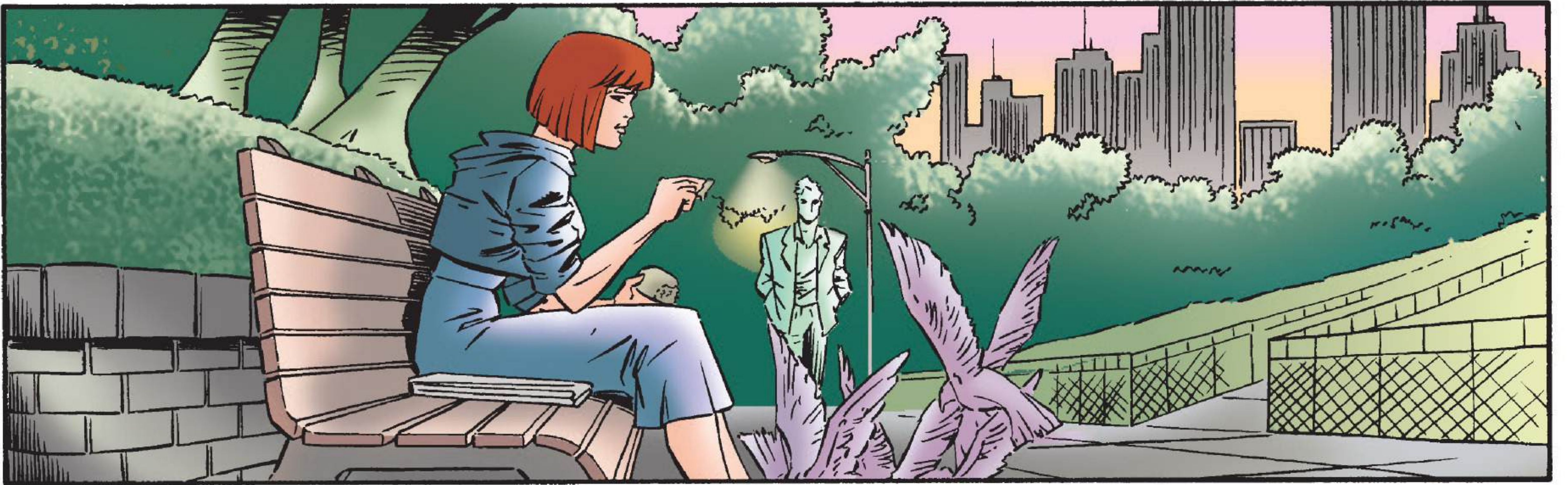
Th-then it's true... I never really beat you...?



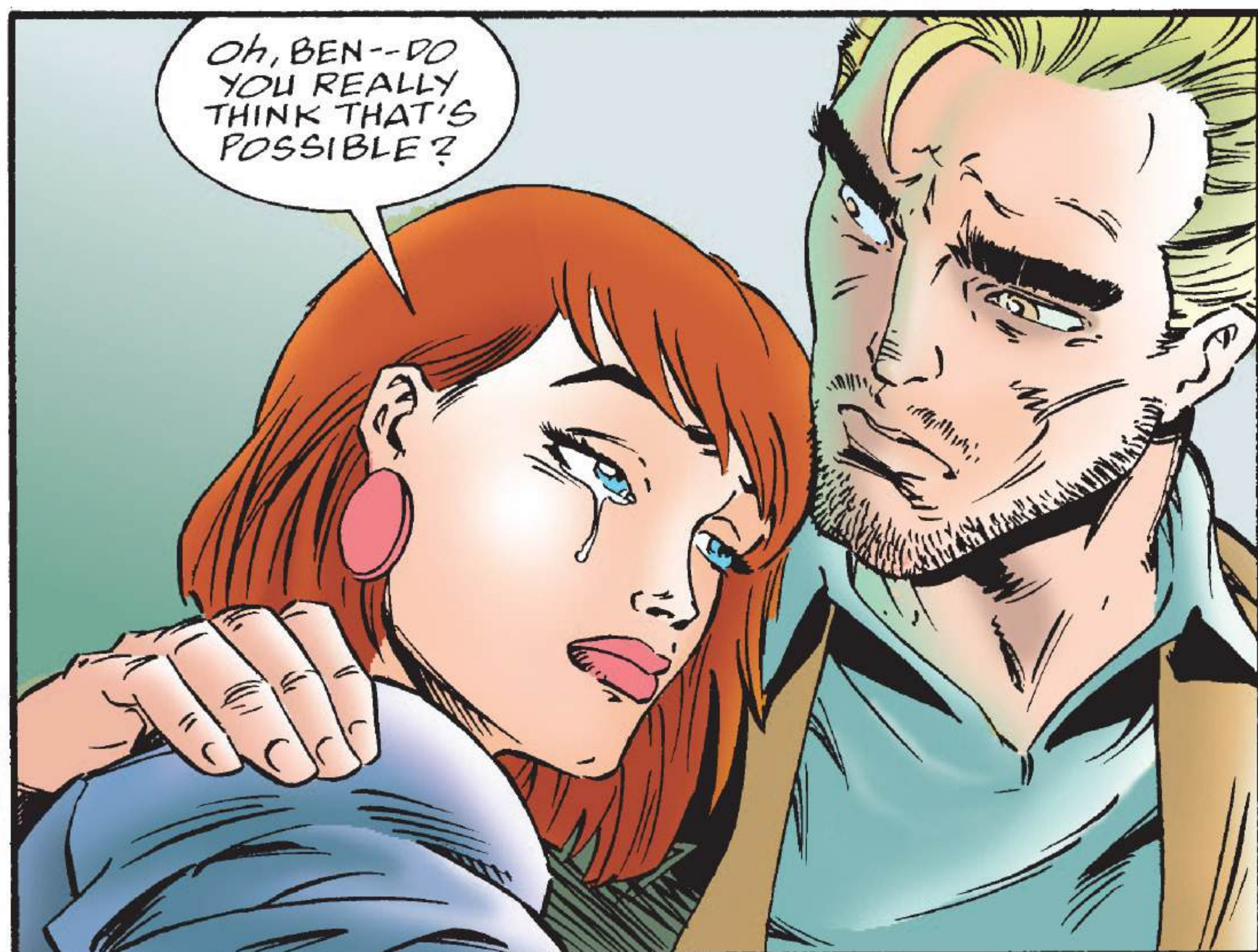
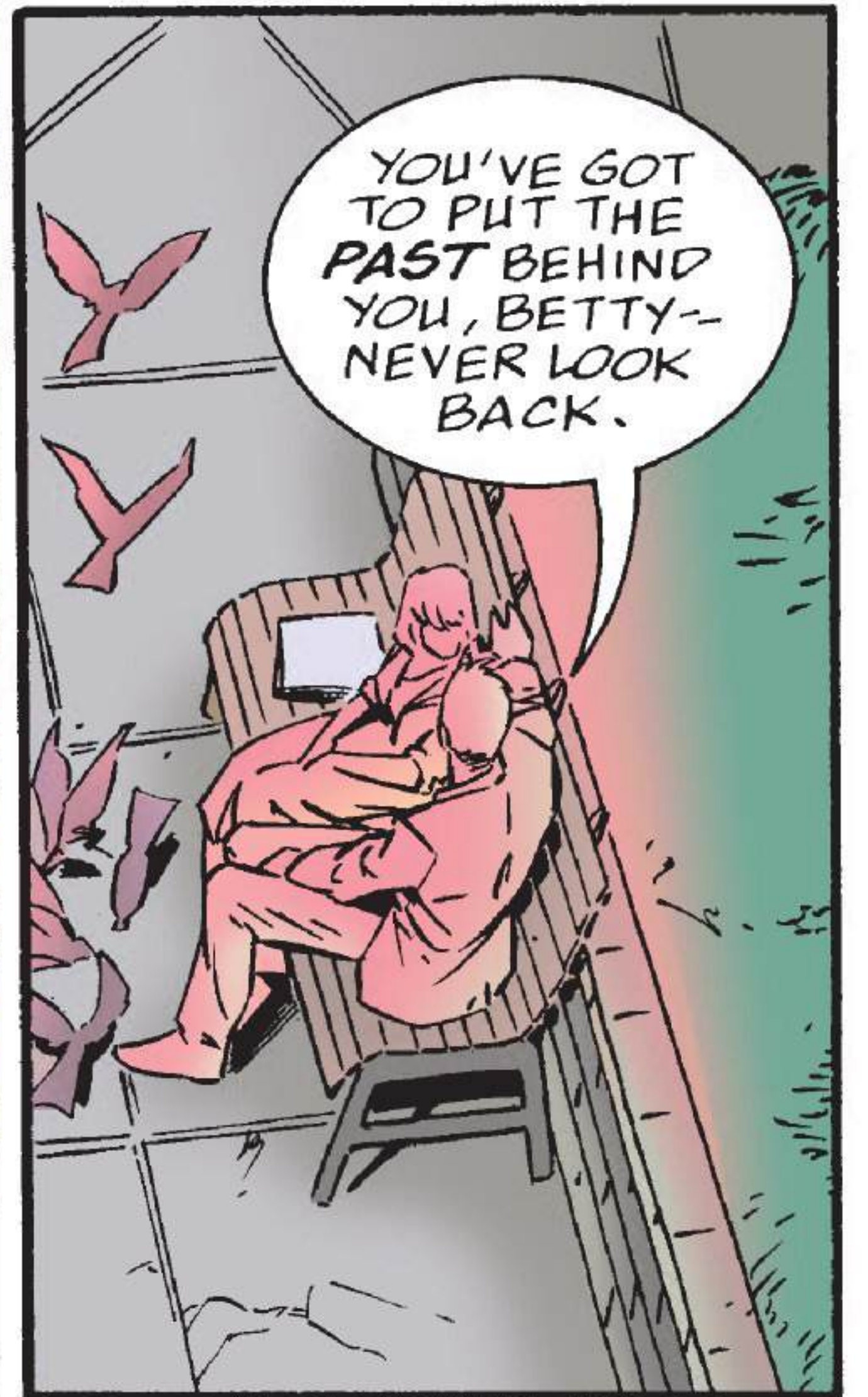
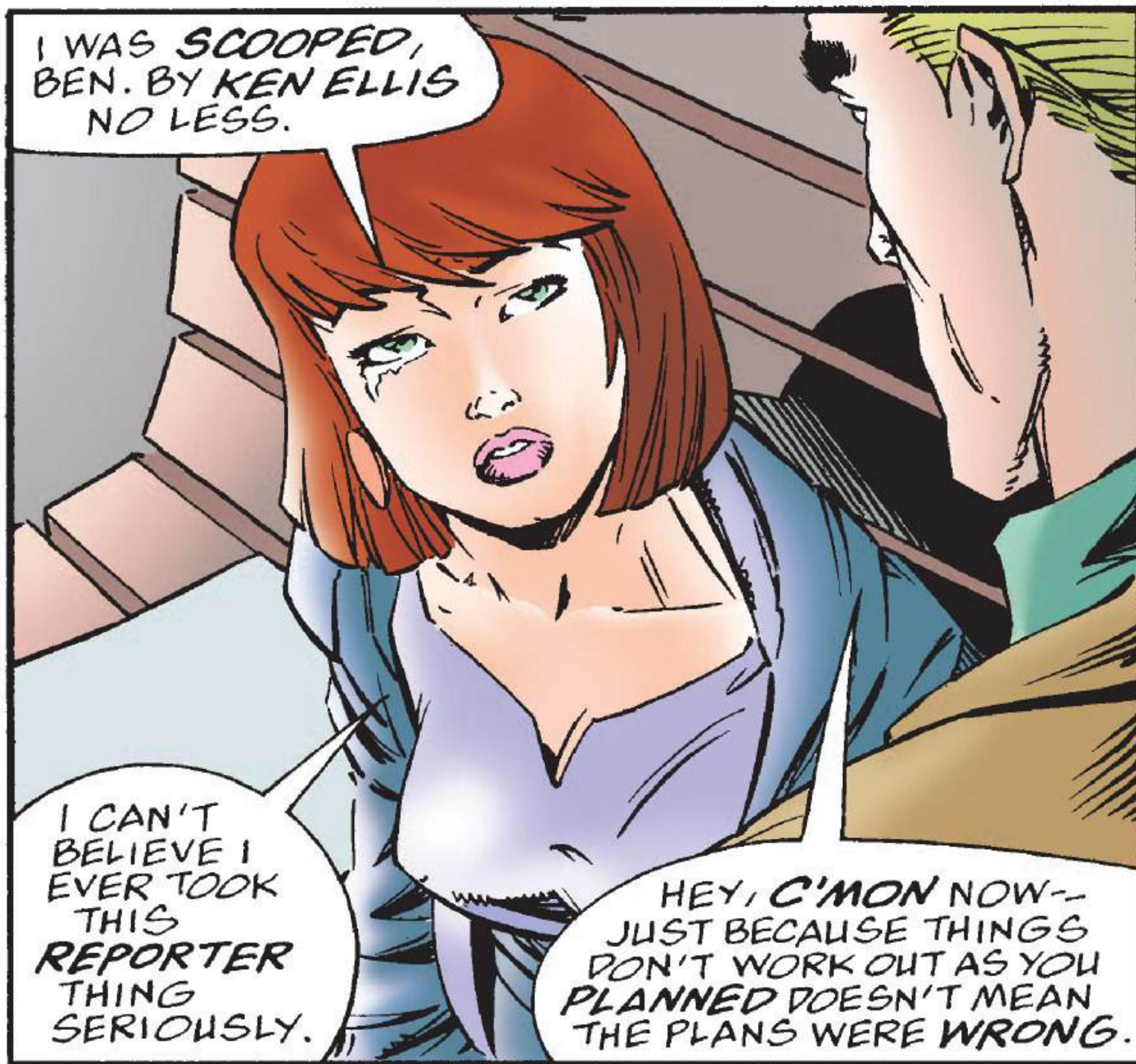
DID ALL OF YOU GET THAT?

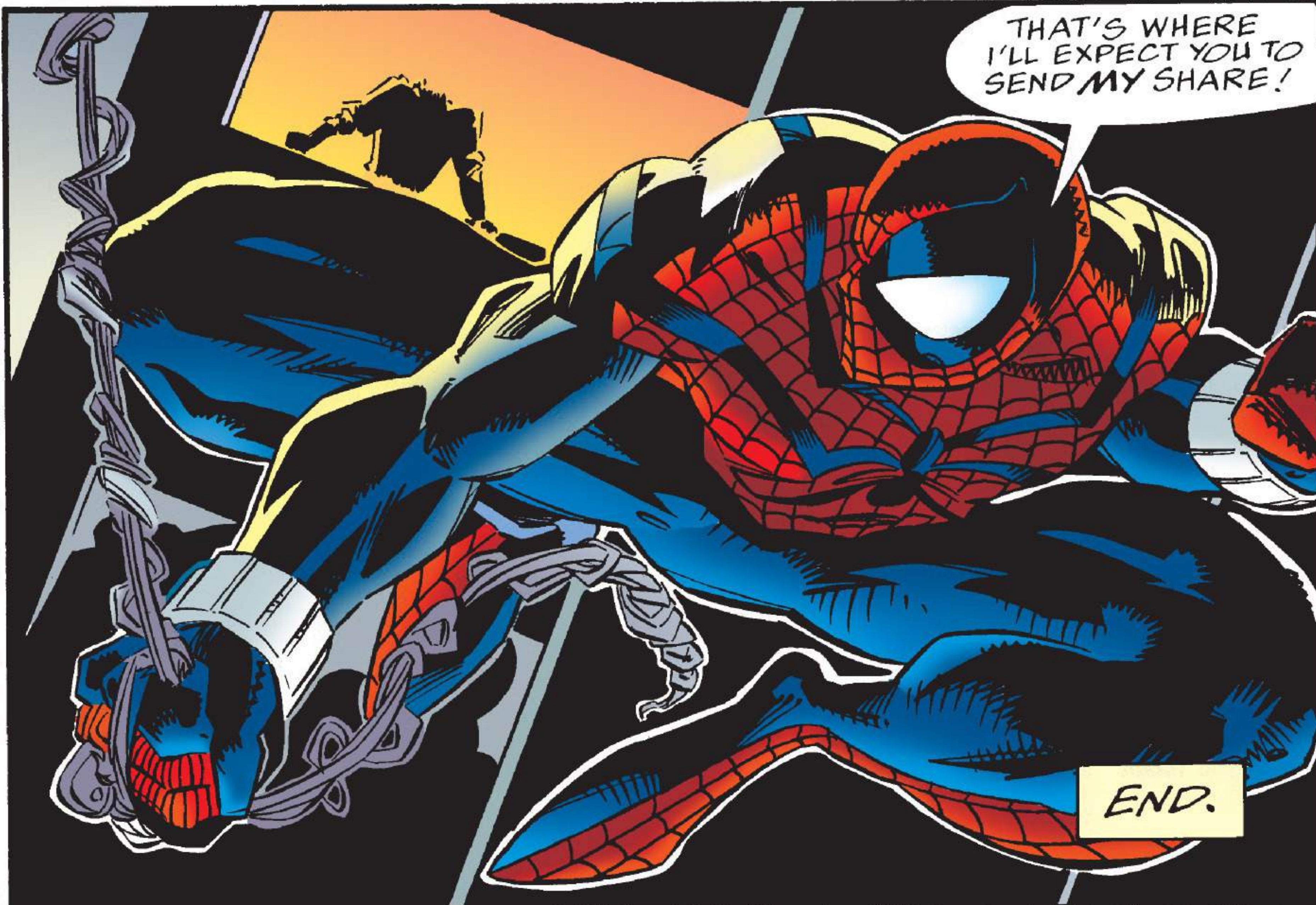
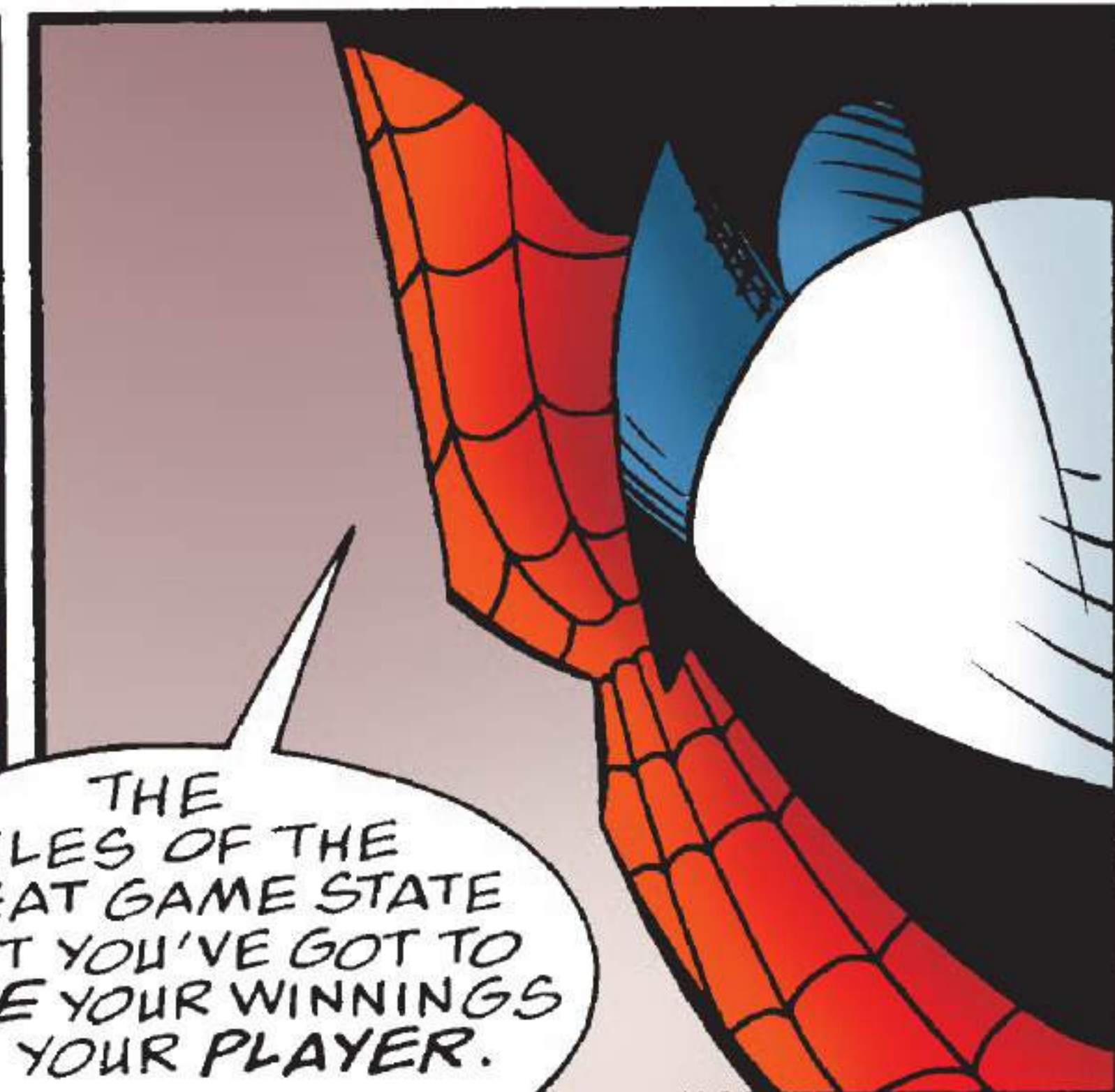
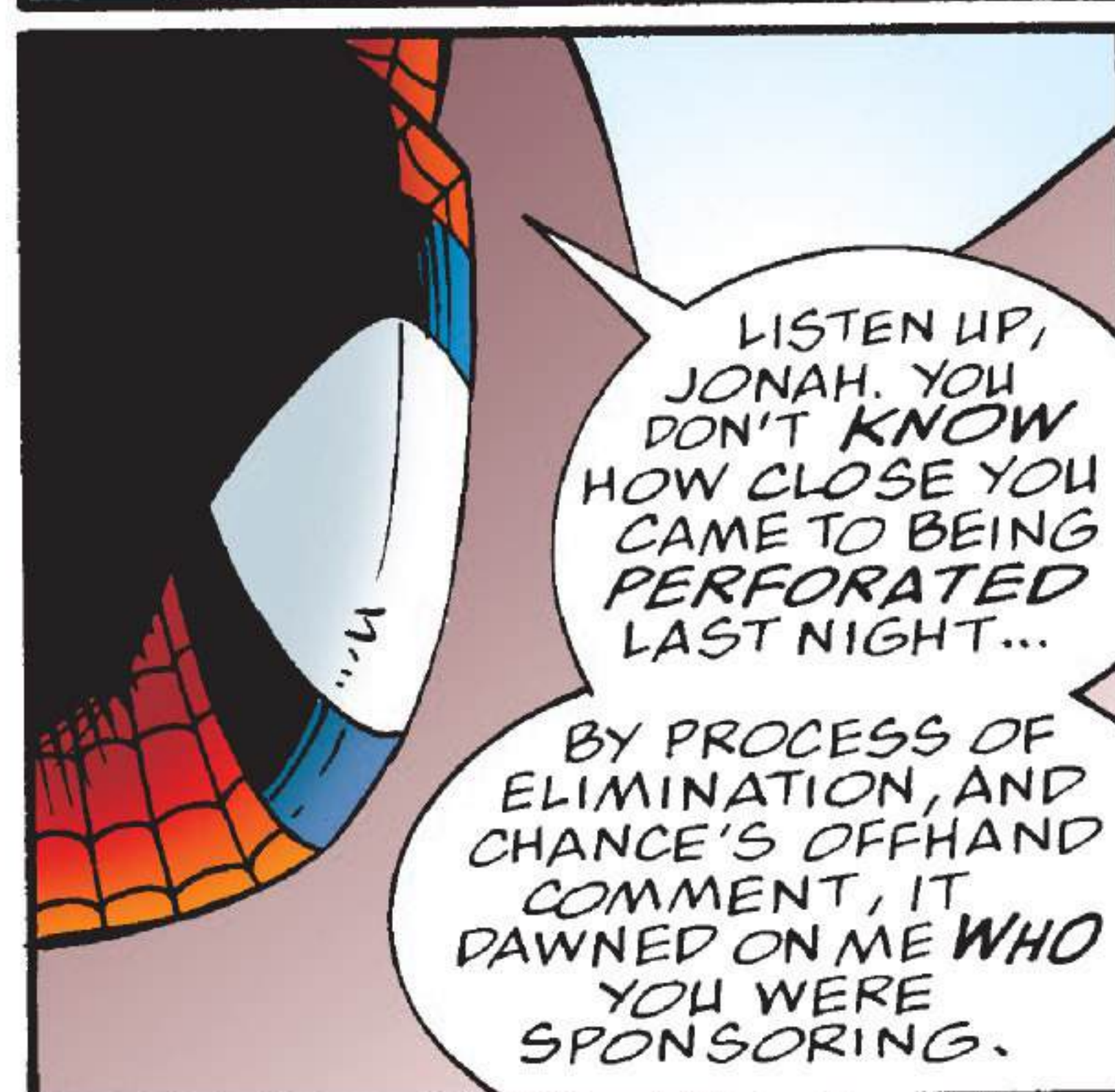
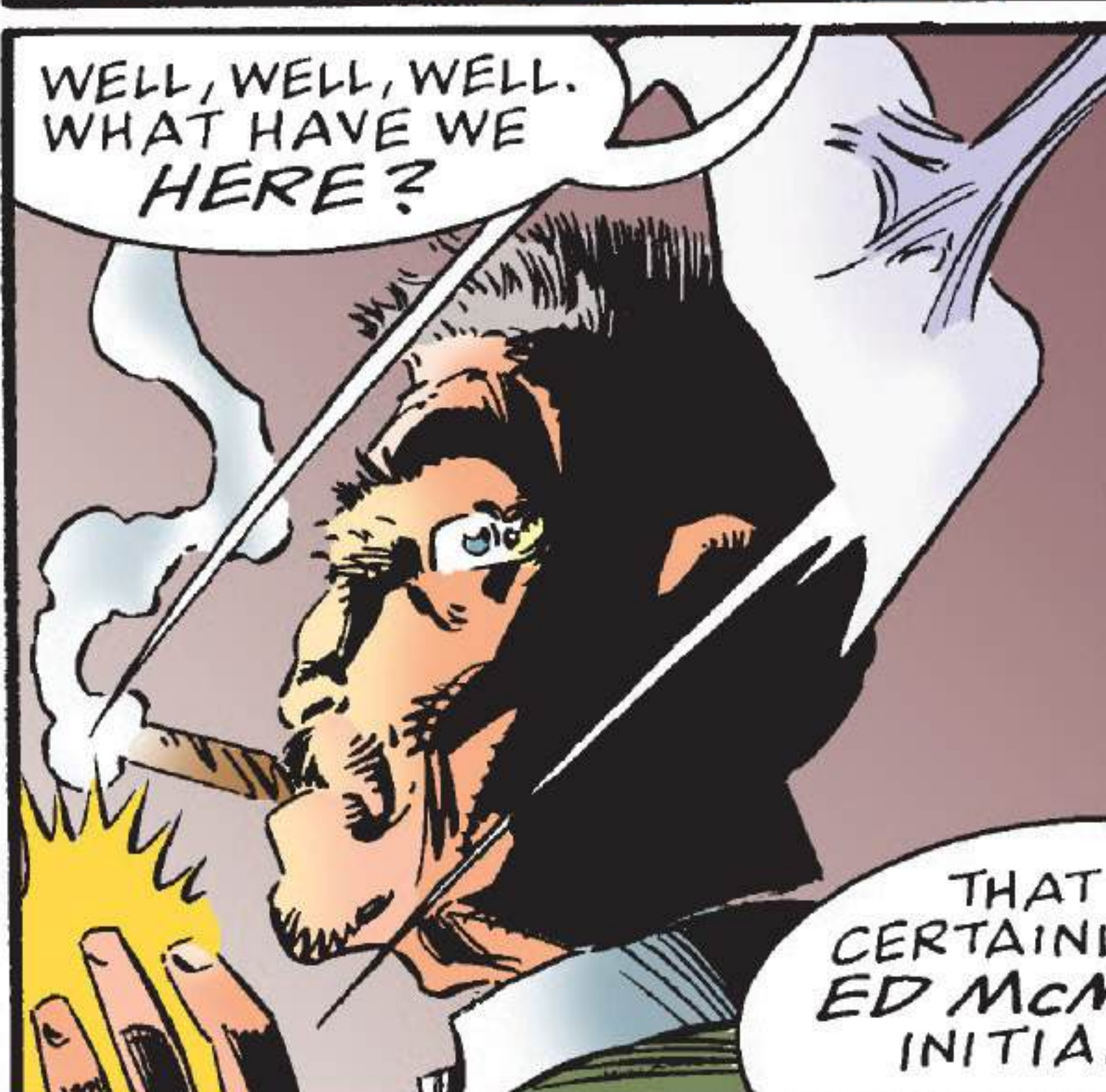
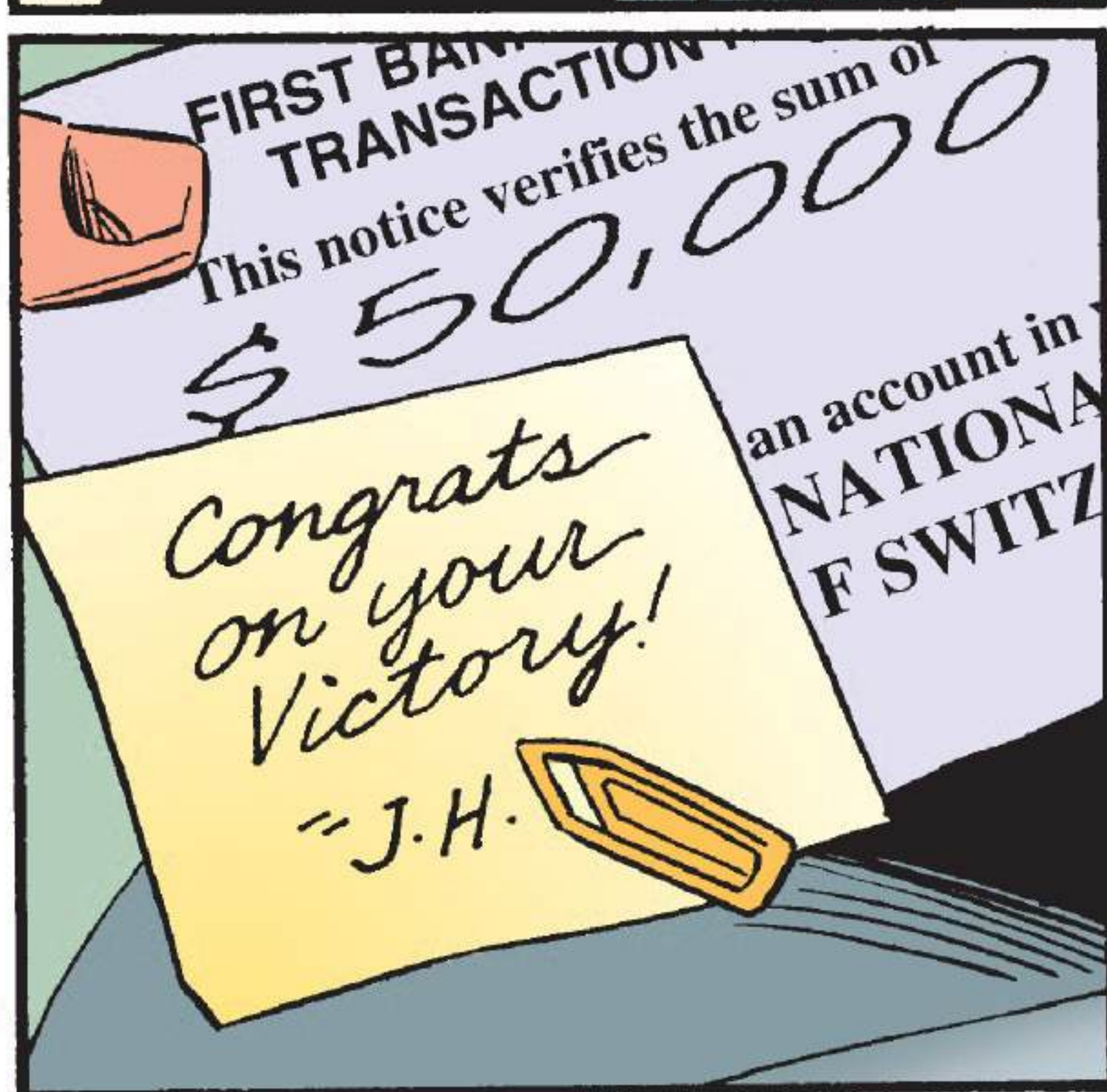
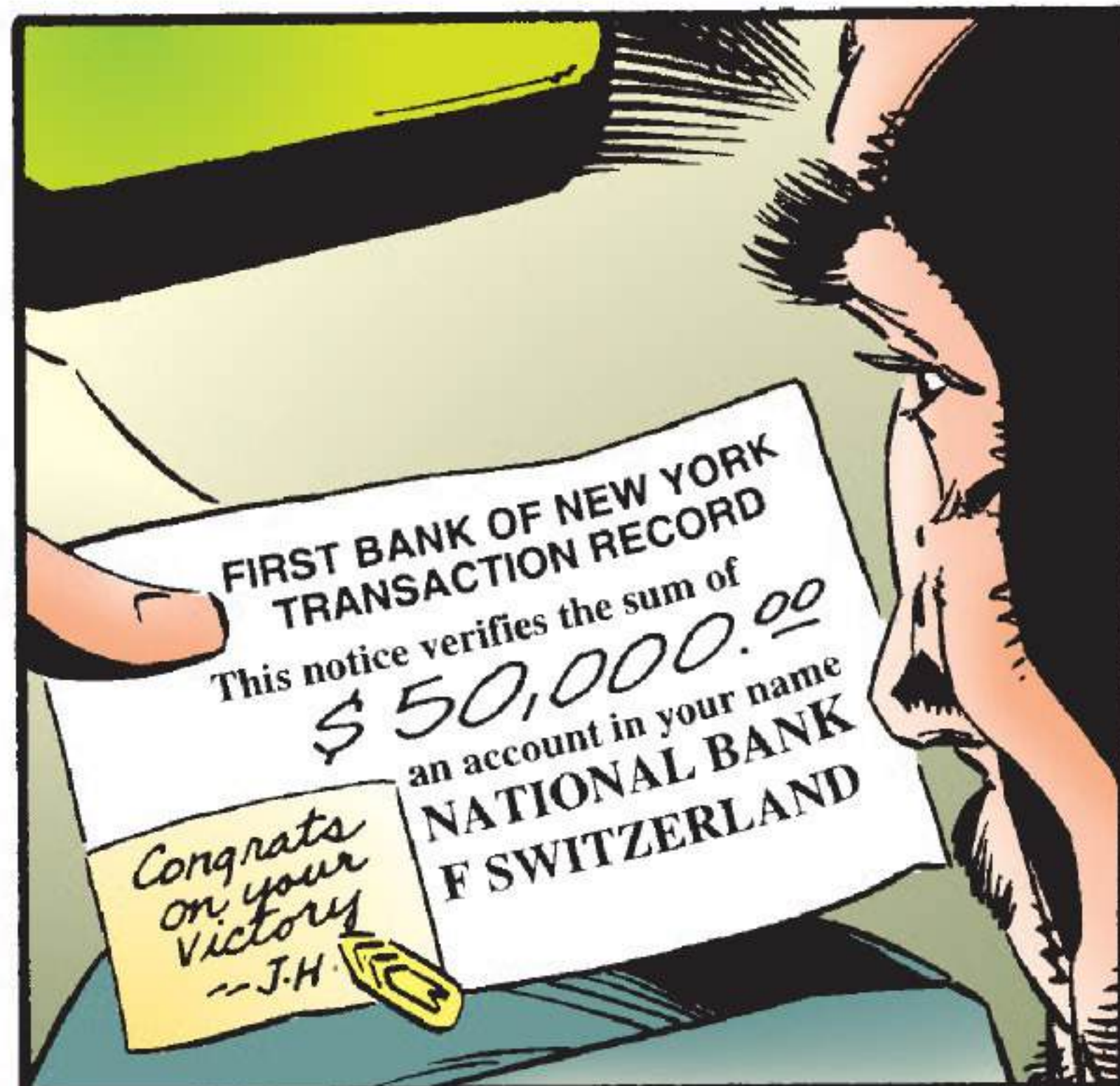
eh?





Oh--
BEN.
HI.





MARVEL[®]
COMICS



SPIDER-MAN[®]

DEC '96 5

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN[®]

TEAM-UP

FEATURING

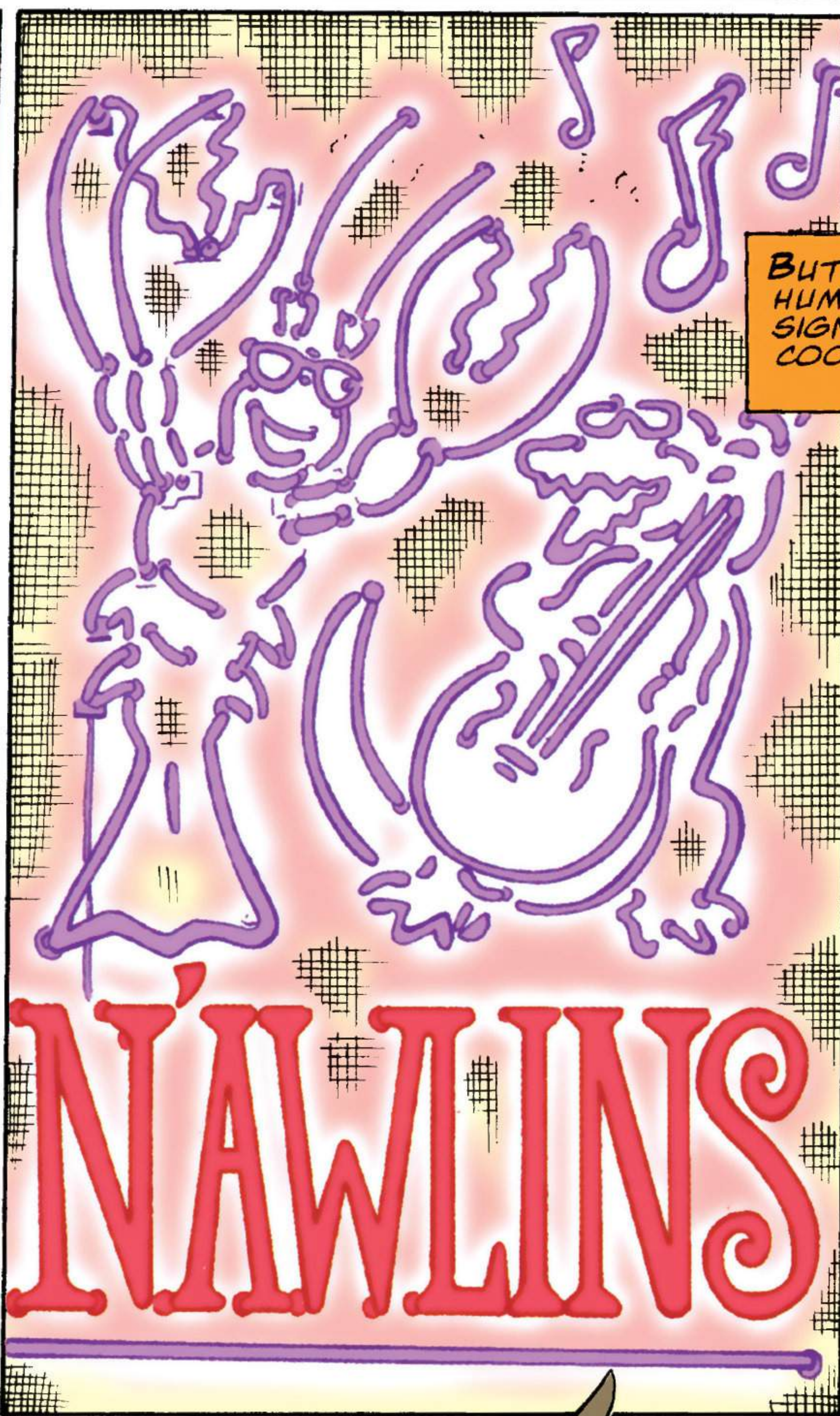
GAMBIT[®] AND HOWARD THE DUCK[®]





MANHATTAN IN THE SUMMER GETS PRETTY HOT.

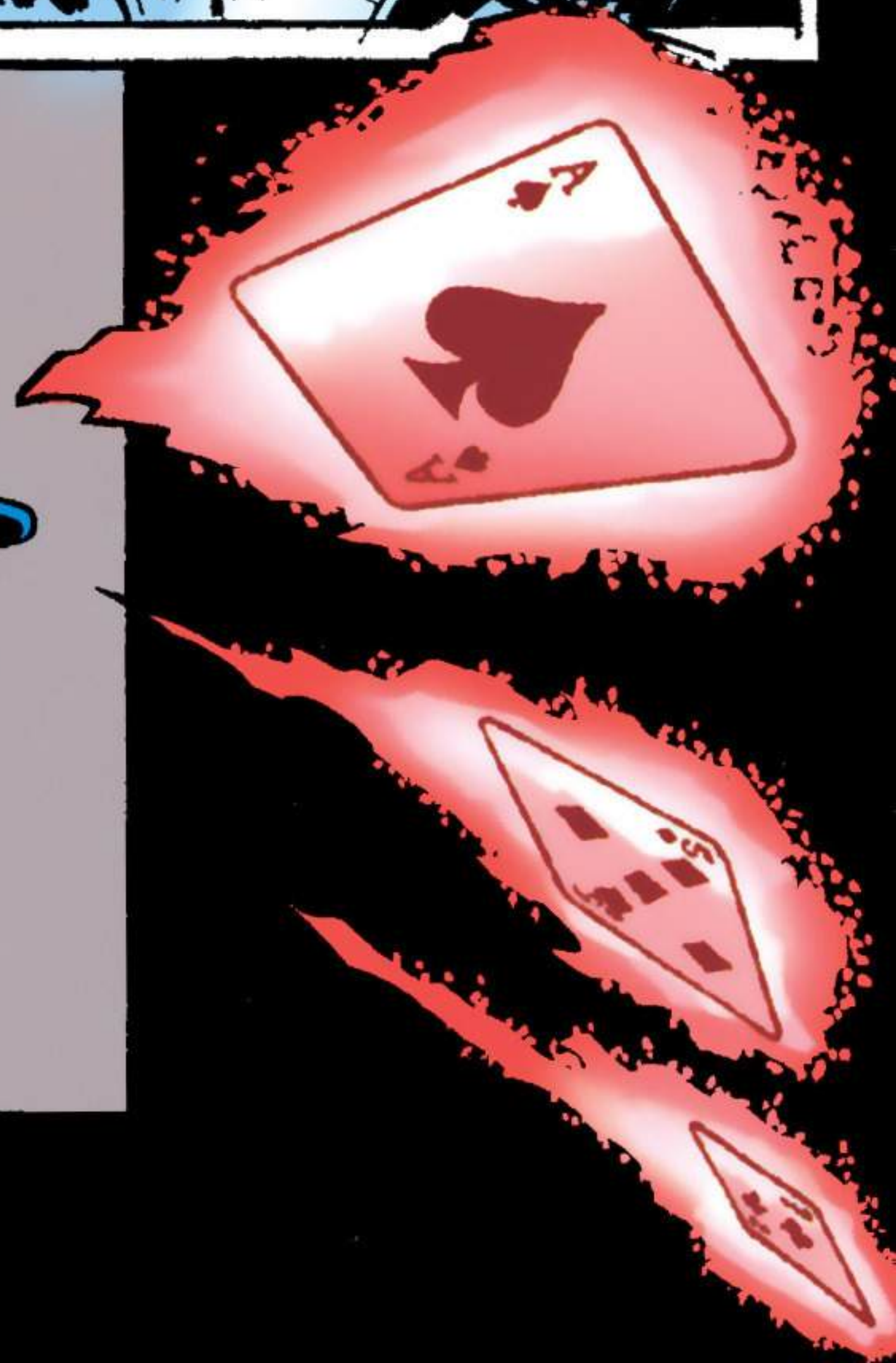
TONIGHT, THE SKY IS TEASING THAT IT MIGHT RAIN AND COOL THINGS DOWN A BIT.

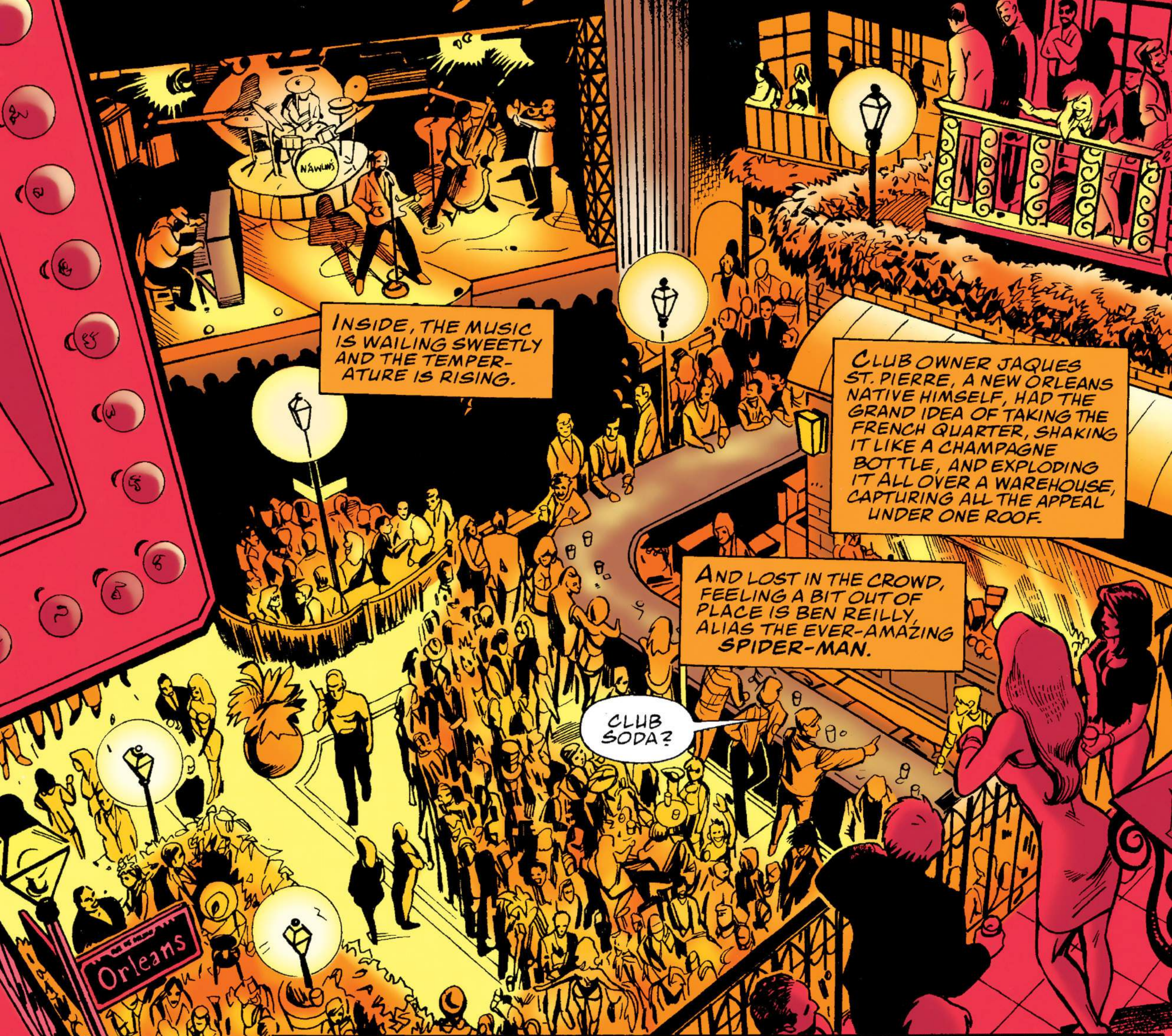


BUT IN SOHO, UNDER THE NEON HUM OF N'AWLINS CAJUN CLUB'S SIGN, NO ONE'S INTERESTED IN COOLING. HOT IS WHAT THEY'VE COME FOR...

SPICY HOT CAJUN FOOD, SMOKIN' HOT JAZZ MUSIC, AND THE SIZZLIN' CELEBS ON THE SCENE HAVE PATRONS LINING UP...

... WILLING TO STAND OUT IN THE RAIN IF THAT'S WHAT IT TAKES TO GET INTO THE HOTTEST NEW CLUB IN NEW YORK.



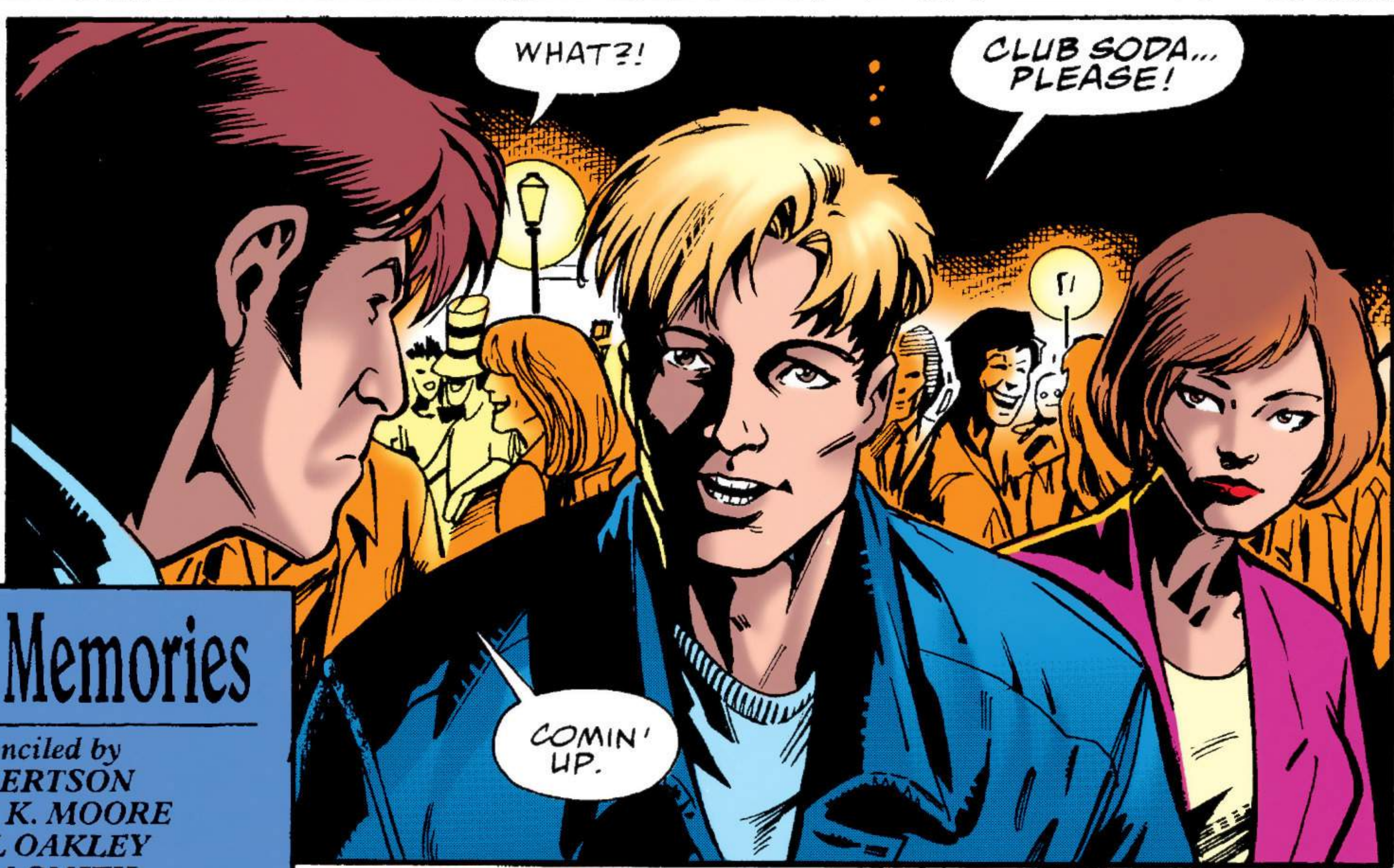


INSIDE, THE MUSIC IS WAILING SWEETLY AND THE TEMPERATURE IS RISING.

CLUB OWNER JACQUES ST. PIERRE, A NEW ORLEANS NATIVE HIMSELF, HAD THE GRAND IDEA OF TAKING THE FRENCH QUARTER, SHAKING IT LIKE A CHAMPAGNE BOTTLE, AND EXPLODING IT ALL OVER A WAREHOUSE, CAPTURING ALL THE APPEAL UNDER ONE ROOF.

AND LOST IN THE CROWD, FEELING A BIT OUT OF PLACE IS BEN REILLY, ALIAS THE EVER-AMAZING SPIDER-MAN.

CLUB SODA?



WHAT?!

CLUB SODA... PLEASE!

COMIN' UP.

Crescent City Memories

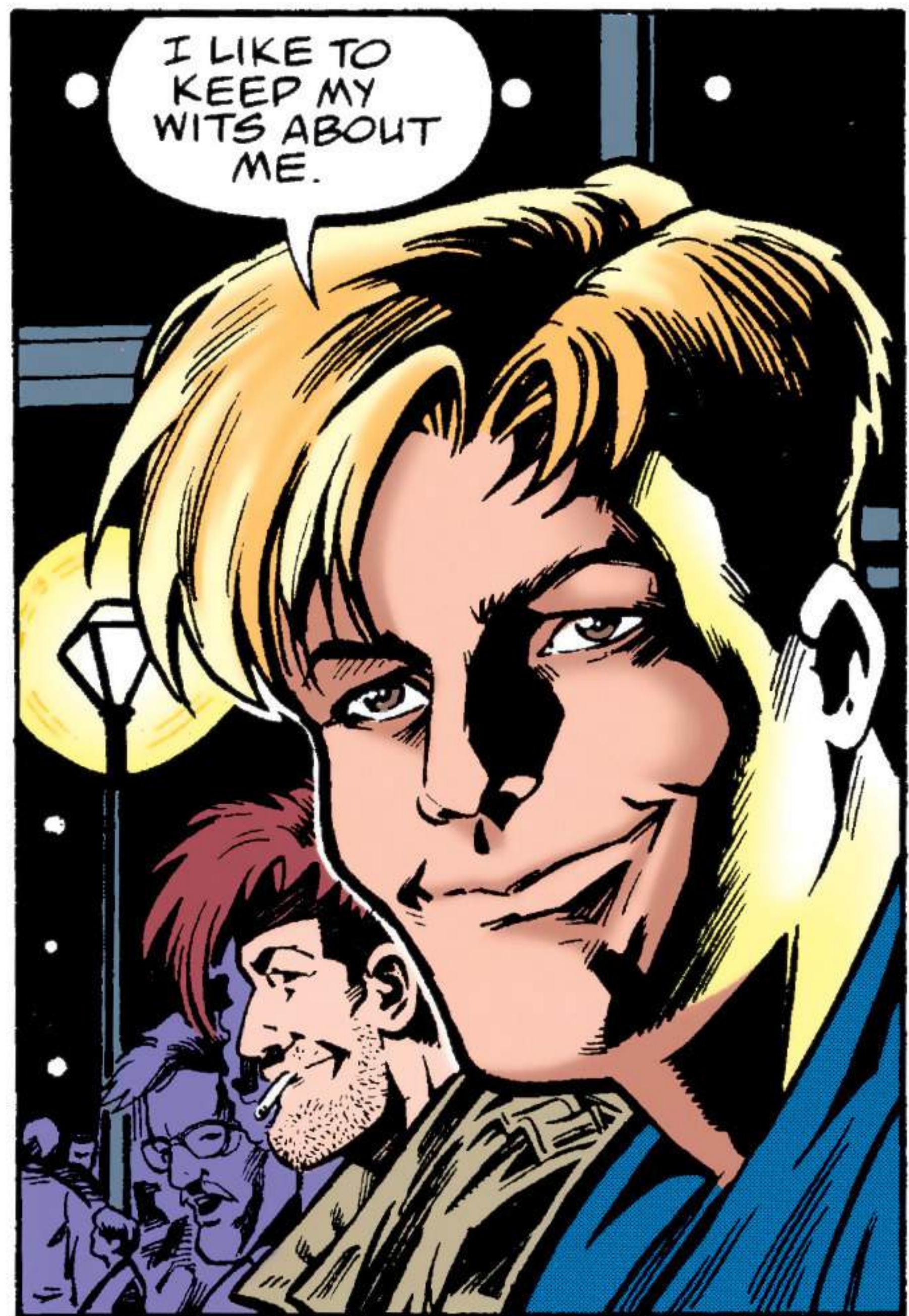
Written and penciled by
DARICK ROBERTSON
Inks by **JEROME K. MOORE**
Lettered by **BILL OAKLEY**
Colored by **TOM SMITH**
Separations by **DIGITAL CHAMELEON**
Edits by **HOWLIN' TOM BREVOORT**
Editor in Chief: **SWINGIN' BOB HARRAS**
Special thanks to **GLENN GREENBERG**

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

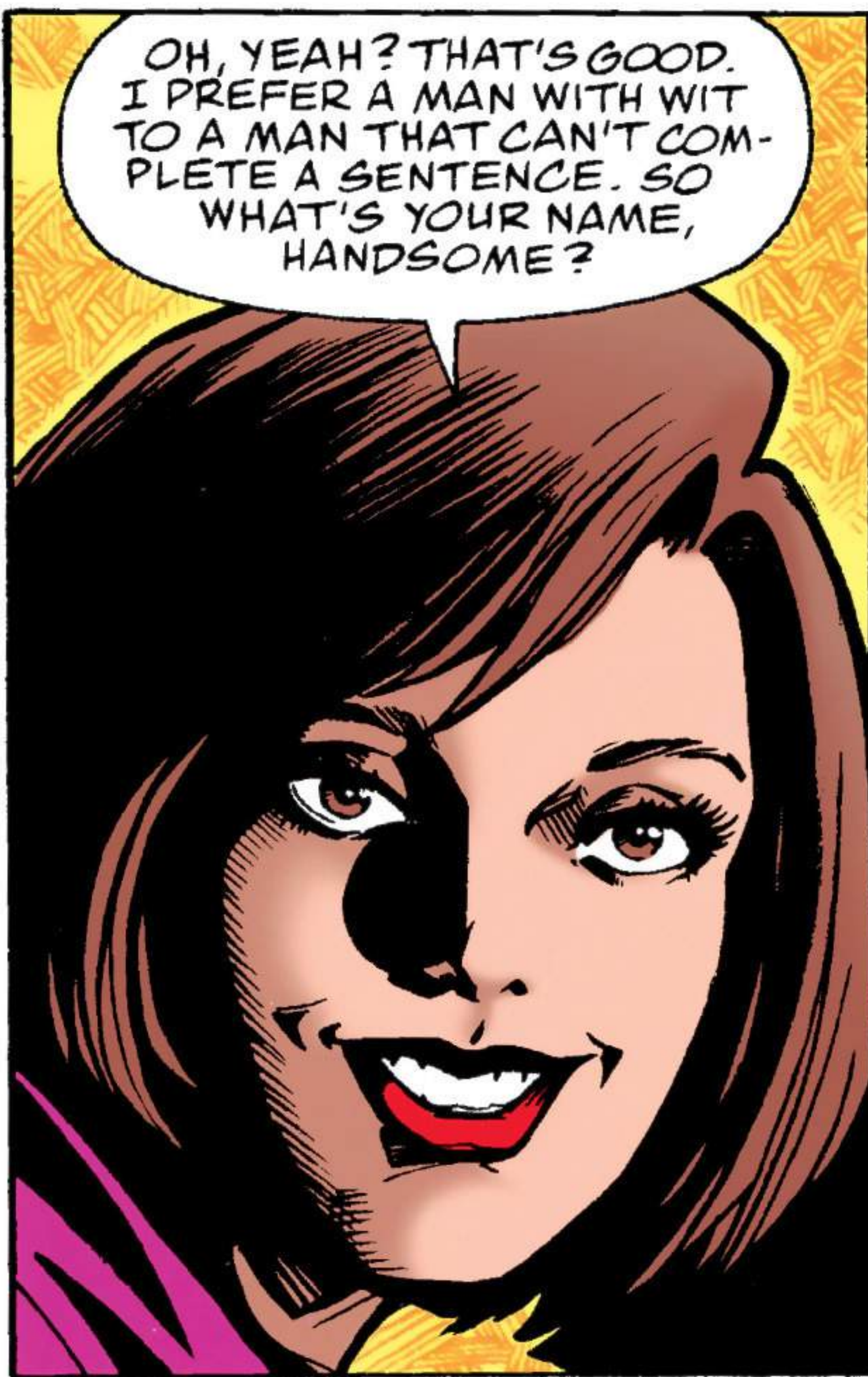


MOST OF THE PEOPLE HERE ARE TRYIN' TO GET BOMBED OUTTA THEIR MINDS. YOU ON THE WAGON, TOO?

ME? NO, I'M JUST NOT... UM... MUCH OF A DRINKER.



I LIKE TO KEEP MY WITS ABOUT ME.

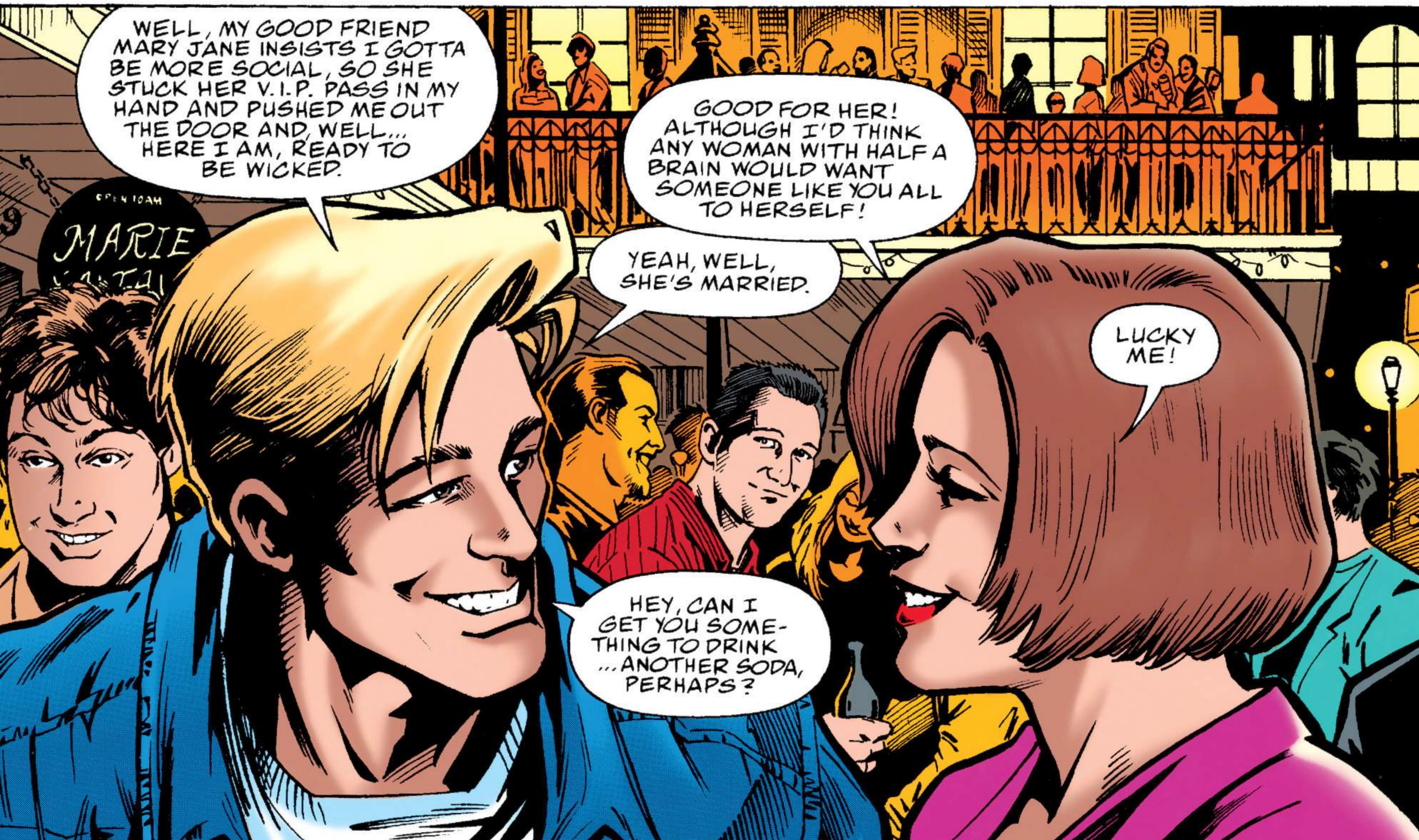


OH, YEAH? THAT'S GOOD. I PREFER A MAN WITH WIT TO A MAN THAT CAN'T COMPLETE A SENTENCE. SO WHAT'S YOUR NAME, HANDSOME?



BEN. AND YOU ARE...?

MEREDITH DEWOLFF. NICE TO MEET YOU! SO WHAT'S A NICE BOY LIKE YOU DOING IN A DEN OF SIN LIKE THIS, BEN?



WELL, MY GOOD FRIEND MARY JANE INSISTS I GOTTA BE MORE SOCIAL, SO SHE STUCK HER V.I.P. PASS IN MY HAND AND PUSHED ME OUT THE DOOR AND, WELL... HERE I AM, READY TO BE WICKED.

GOOD FOR HER! ALTHOUGH I'D THINK ANY WOMAN WITH HALF A BRAIN WOULD WANT SOMEONE LIKE YOU ALL TO HERSELF!

YEAH, WELL, SHE'S MARRIED.

LUCKY ME!

HEY, CAN I GET YOU SOMETHING TO DRINK... ANOTHER SODA, PERHAPS?



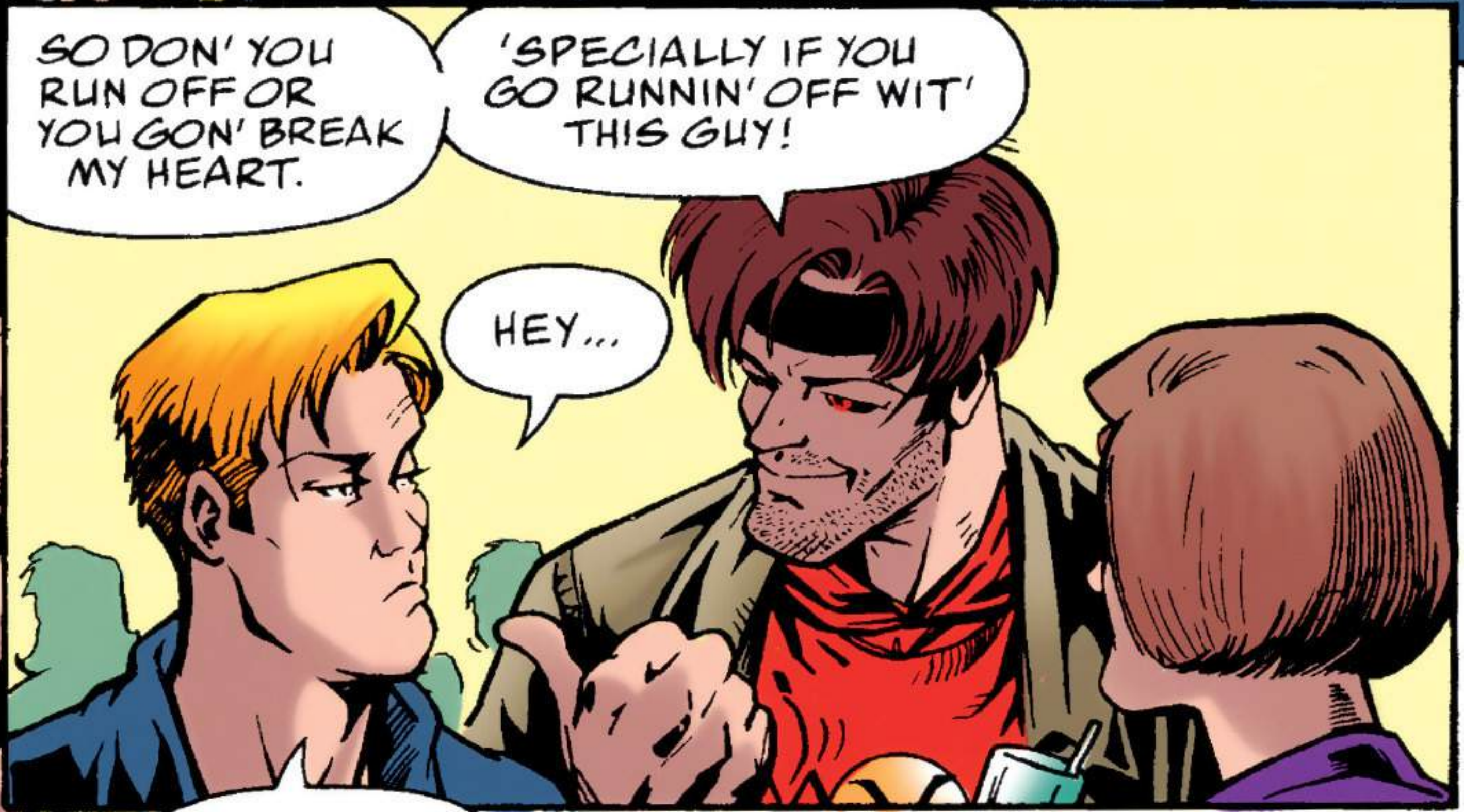
UM, ACTUALLY, SOMEBODY'S ALREADY...

SORRY, BUT THE LADY'S A'READY BEIN' TAKEN CARE OF. HERE YOU ARE, THERE, ONE ORANGE JUICE.



SO WHAT'S THIS? I'M GONE BUT A MINUTE AN' A'READY YOU TALKIN' TO SOMEONE NEW? YOU GON' HURT REMY'S FEELIN'S, DARLIN'.

LOOK, I GON' SAY 'ELLO TO MY GOOD FRIEND, AN' DEN I PROMISE I COME RIGHT BACK AN' GIVE ALL MY 'TTENTION TO YO' PRETTY FACE.



SO DON' YOU RUN OFF OR YOU GON' BREAK MY HEART.

'SPECIALLY IF YOU GO RUNNIN' OFF WIT' THIS GUY!

HEY...



YOU DIDN'T SAY YOU WERE HERE WITH A DATE.

I'M NOT. I JUST MET HIM. NOW ABOUT YOU...

HEY! JAKUES! WHAT KINDA FRIEND ARE YOU?! WHERE'S MY DRINK, eh?

AW, DERE HE IS! REMY LEBEAU, FASTEST HANDS IN THE FRENCH QUARTER!



JIMMY, GET MY FRIEND HERE WHATEVER HE WANT, AND IF I FIND OUT HE PAID FO' ANYTHING TONIGHT, IT COMES OUT O' YOU CHECK, GOT ME?

YES, MR. ST. PIERRE!

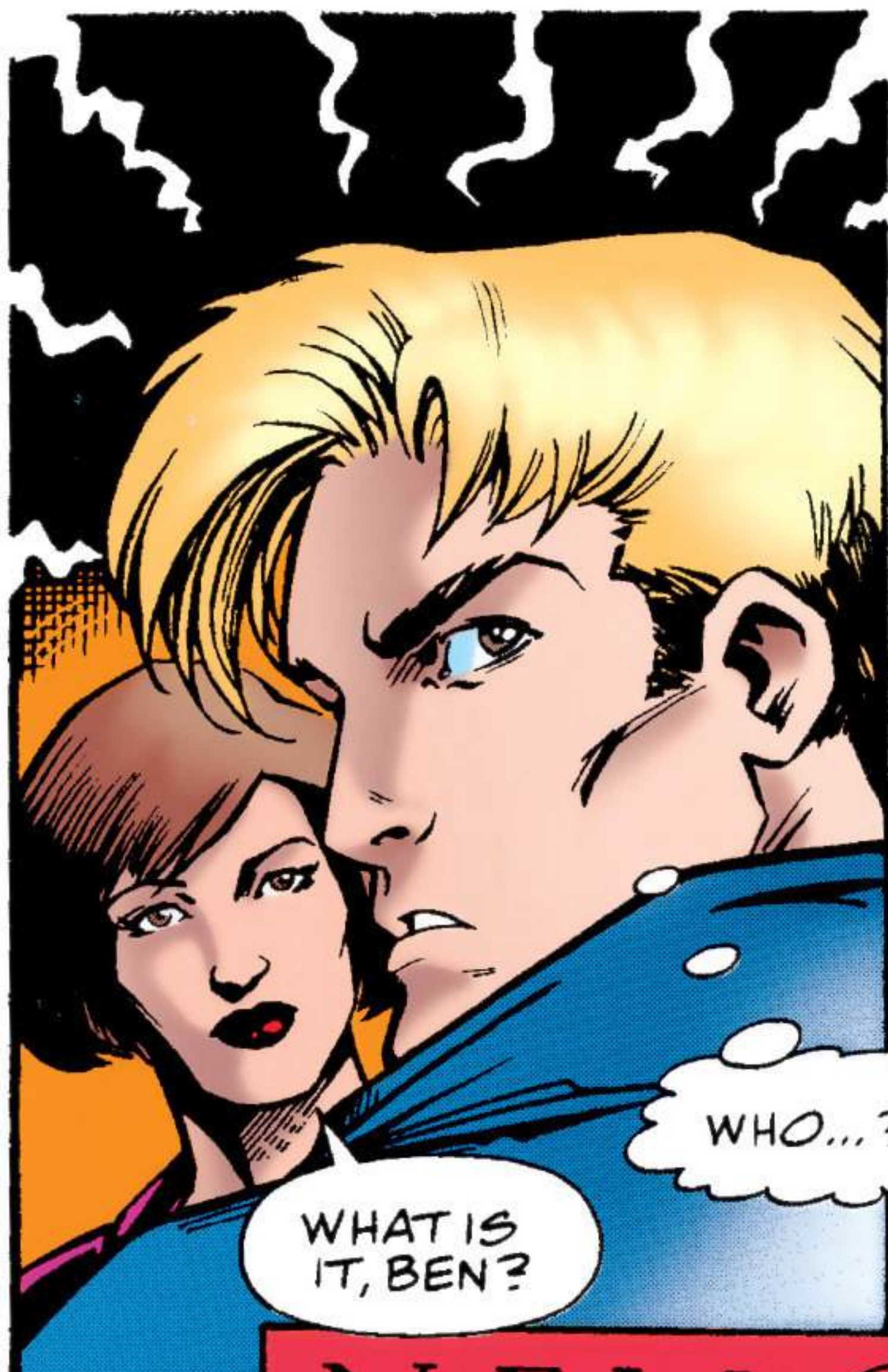
YOU TOO KIND, JAKUES. SEEMS YOU GOT GENEROUS NOW THAT YOU GONE LEGIT.



JES' DON' GO LEAVIN' YOUR TIPS WITHIN HIS REACH, JIMMY, OR YOU GON' THINK YOU GOT STIFFED ALL NIGHT!

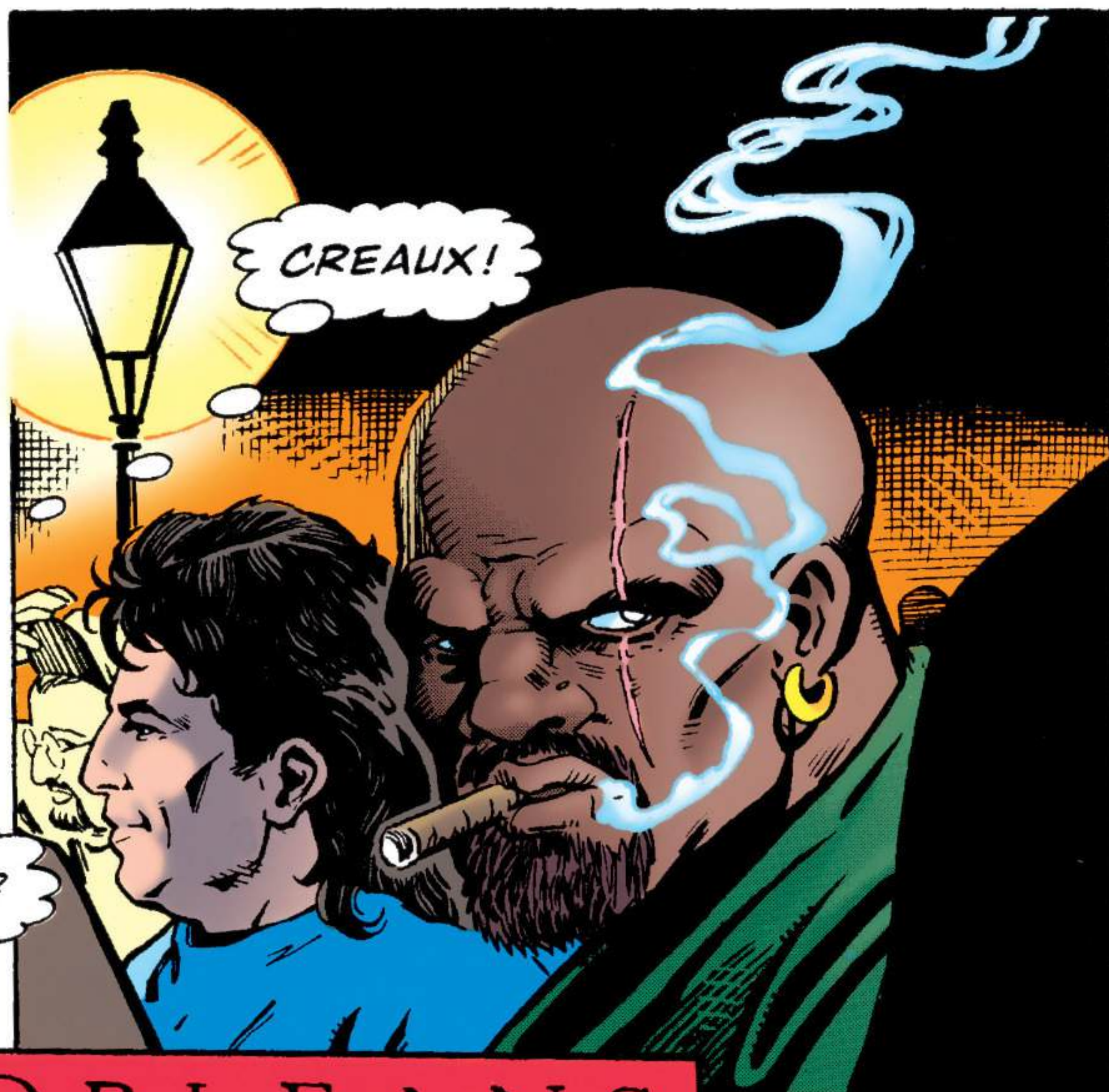
AWHP... I TAKE IT BACK, YOU AIN'T KIND AT ALL! DON' YOU KNOW IT'S RUDE NOT TO LET A MAN FO'GET HIS SHADY PAST?





WHAT IS IT, BEN?

WHO...?



CREAUX!



WHAT'S HE DOIN' IN NEW YORK? WHAT'S HE DOIN' OUT OF JAIL, FOR THAT MATTER?!

I REMEMBER HIM FROM NEW ORLEANS...

NEW ORLEANS

"...BACK WHEN I WAS WANDERING, STILL BELIEVING I WAS A CLONE. FEELING EMPTY AND DEPRESSED, HAVING LEFT EVERYTHING THAT WAS ME BEHIND, I WAS SEARCHING FOR SOME SEMBLANCE OF A NEW LIFE.

"AFTER SALT LAKE CITY AND JANINE, I WAS MORE CONVINCED THAN EVER THAT I WAS DESTINED TO BE ALONE.

"WITH ALL THE CRIME AND CORRUPTION GOING ON AROUND ME, AMIDST THE REVELRY, I FIGURED THE FRENCH QUARTER WAS A GREAT PLACE TO DISAPPEAR AND DISSOLVE INTO THE CROWD."

OLD ABSIN HOUSE

DESIRE

Bourbon



Ms. Nellie's
NEW ORLEANS
SOUVENIRS
T-SHIRTS • POST CARDS

WHOOO!

THAT'S IT, BUDDY, JESH LEDDIT COME UP, YOU'LL BE ALL RIGHT.

DIXIE

shuagh

SPATE!

"A STRANGE PLACE TO BE DEPRESSED, WHEN EVERYBODY AROUND YOU IS PARTYING. I REMEMBER I FELT EVEN MORE ALONE, EVEN MORE SORRY FOR MYSELF, WHEN I SAT DOWN TO REST IN FRONT OF THAT SOUVENIR SHOP.

"BUT THAT WAS ABOUT TO CHANGE."

YOU DRUNK?

WHAT?



IF YOU DRUNK, GO SLEEP IT OFF SOMEWHERE. I DON' WANT YOU PASSIN' OUT ON MY DOORSTEP, SCARIN' OFF CUSTOMERS.

NO, I'M NOT DRUNK, MA'AM. JUST RESTING.

MM-HMM. I TELL YOU WHAT, DEN... YOU WASH ALL THIS MESS OFFA MY STOOP, DO A GOOD JOB, SWEEPIN' UP, AN' MS. NELLIE WILL FEED YOU BETTA THAN YOU EVER ATE IN YOU LIFE.

DEAL?

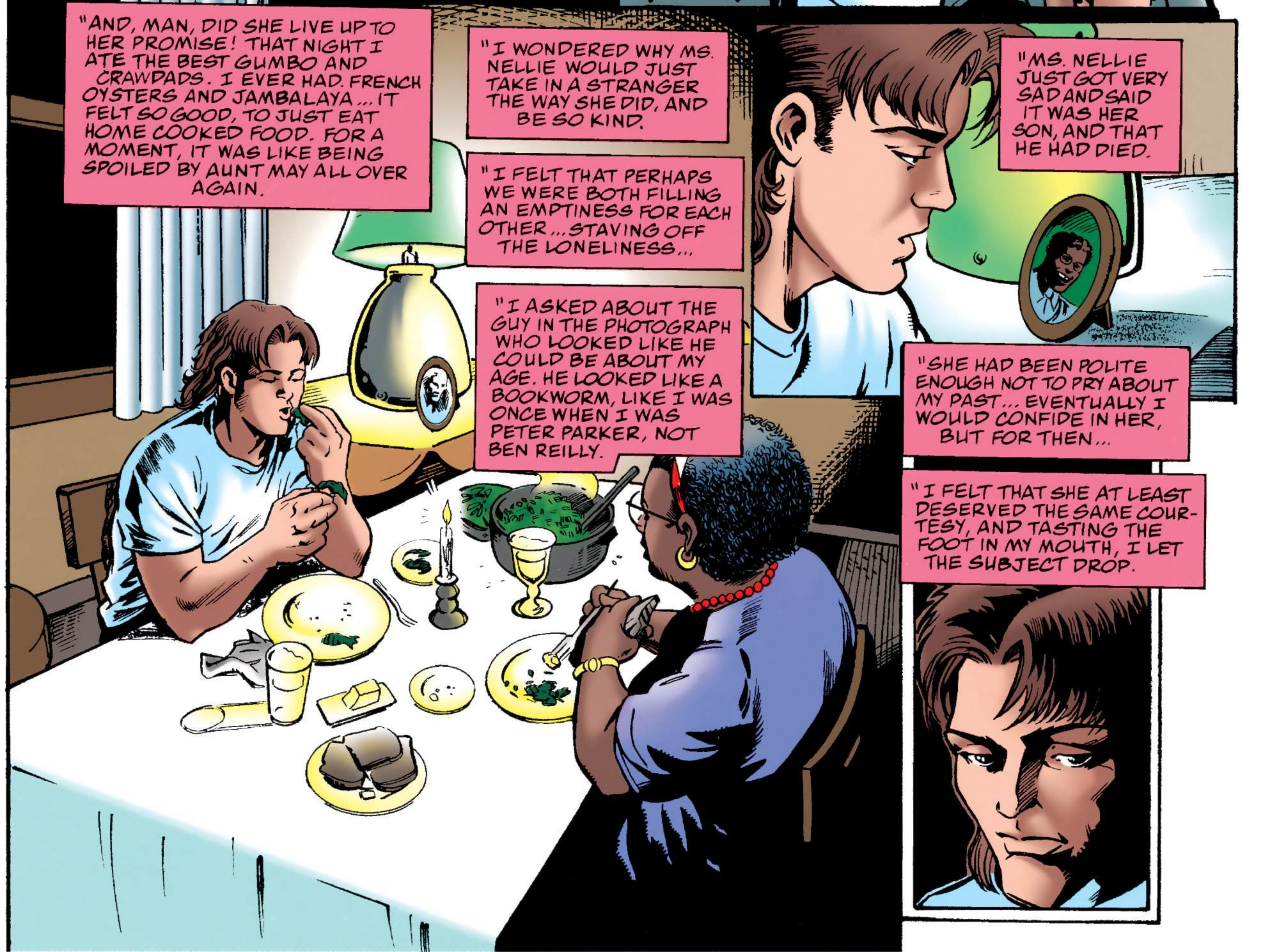
MM-HMM. WHAT'S YO' NAME?

BEN.

WELL, YOU HUNGRY, BEN?

STARVING!

DEAL!



"AND, MAN, DID SHE LIVE UP TO HER PROMISE! THAT NIGHT I ATE THE BEST GUMBO AND CRAWPADS. I EVER HAD. FRENCH OYSTERS AND JAMBALAYA... IT FELT SO GOOD, TO JUST EAT HOME COOKED FOOD. FOR A MOMENT, IT WAS LIKE BEING SPOILED BY AUNT MAY ALL OVER AGAIN.

"I WONDERED WHY MS. NELLIE WOULD JUST TAKE IN A STRANGER THE WAY SHE DID, AND BE SO KIND.

"I FELT THAT PERHAPS WE WERE BOTH FILLING AN EMPTINESS FOR EACH OTHER... STAVING OFF THE LONELINESS...

"I ASKED ABOUT THE GUY IN THE PHOTOGRAPH WHO LOOKED LIKE HE COULD BE ABOUT MY AGE. HE LOOKED LIKE A BOOKWORM, LIKE I WAS ONCE WHEN I WAS PETER PARKER, NOT BEN REILLY.

"MS. NELLIE JUST GOT VERY SAD AND SAID IT WAS HER SON, AND THAT HE HAD DIED.

"SHE HAD BEEN POLITE ENOUGH NOT TO PRY ABOUT MY PAST... EVENTUALLY I WOULD CONFIDE IN HER, BUT FOR THEN...

"I FELT THAT SHE AT LEAST DESERVED THE SAME COURTESY, AND TASTING THE FOOT IN MY MOUTH, I LET THE SUBJECT DROP.



"I HAD ONLY INTENDED TO STAY FOR DINNER AND THEN BE ON MY WAY, BUT IT WAS LATE AND MS. NELLIE INSISTED I STAY IN THE SPARE ROOM. A COUPLE OF DAYS LATER, I FOUND MYSELF STILL HANGIN' AROUND HER QUIET LITTLE SHOP, TRYIN' TO EARN MY KEEP."

BEN, I SWEAR THAT SHELF HASN'T HAD ANY TIME TO COLLECT ANYMO' DUST. YOU DONE ENOUGH!

THAT'S OKAY, I DON'T MIND HELPING OUT. REALLY. IT'S THE LEAST I CAN DO.

WHAT'S WITH THIS MERCHANDISE, THOUGH? UGH! WHO WOULD BUY SOMETHING LIKE THIS? THERE'D BE RIOTS IF THEY SOLD SOMETHING LIKE THIS IN BROOKLYN!

BEN, HONEY, THIS AIN'T BROOKLYN!

"THAT'S WHEN I SAW HIM. OFFICER CREAUX OF THE NEW ORLEANS POLICE DEPARTMENT. REPUTED TO BE ONE OF THE MOST CORRUPT DEPARTMENTS IN THE COUNTRY. SO MUCH SO THAT THE NEW ORLEANS TRAVEL BROCHURES WARN TOURISTS MORE ABOUT TANGLING WITH THE POLICE THAN WITH THE LOCALS."

THAT'S FOR SURE. MAN, IS IT ALWAYS THIS SLOW AROUND HERE?

NO, JUS' LATELY. I SORRY, I DON'T HAVE ANY CASH TO PUT IN YOUR POCKET, BUT SOON AS JAZZ FEST ROLLS AROUN'...

OH HEY, DON'T WORRY ABOUT IT. I APPRECIATE THE ACCOMMODATIONS BELIEVE ME! I JUST--

BING-BONG!

OH, NO!

BEN, YOU JUST STAY OUT OF SIGHT!

"CREAUX DIDN'T DRESS LIKE ANYONE WORKING ON A POLICEMAN'S SALARY, AND EVEN WITH HIS LIMP, HE WALKED LIKE HE OWNED THE PLACE..."

"LIKE HE OWNED ALL OF NEW ORLEANS."

"I WANTED TO STAY OUT OF SIGHT AT FIRST, AFRAID OF TANGLING WITH THE LAW IN ANY WAY. I WAS WANTED ON SUSPICION OF MURDER IN UTAH, AND IN TROUBLE WITH CORRUPT COPS THERE..."*

YOU KNOW WHAT I'M HERE FO', WOMAN. WHERE IS IT?

* AS SEEN IN SPIDER-MAN: THE LOST YEARS. --TOM

SGT. CREAUX, I'M SORRY, I JUST CAN'T. THINGS BEEN SO SLOW HERE...

YOU HEAR ME... WE GOT AN ARRANGEMENT, AND YOU OWE ME WHAT I SAY, WHEN I SAY! FO' PROTECTION! I MEAN, WHAT IF SOMBODY CAME IN HERE...

JAZZ FEST IS COMIN' NEXT WEEK, AN' THEN-- OW! OW! PLEASE...

SMASH!

...AND BUSTED UP ALL YOU STUFF, LIKE THIS?

NO! PLEASE!

PLEASE! I TRY TO GET YOU YO' MONEY BY TOMORROW, BUT DAT'S DE EXPENSIVE STUFF! DON'--

NOW YOU THINK YOU CAN PUT YO' HAND ON CREAUX?

MAYBE YOU DIDN'T LEARN FROM YO' SON WHAT HAPPENS WHEN YOU MESS WITH CREAUX!

CRACK!

UNGH!

Nooooo!

"THAT'S WHEN IT ALL BURST OUT OF ME--ALL THE RAGE AND ANGER AT EVERYONE THAT HAD EVER HURT ANYONE I LOVED. EVERYONE THAT HAD TAKEN MY OLD LIFE AWAY FROM ME..."

"ALL OF IT WAS PERSONIFIED BY CREAUX..."



"I SLAMMED INTO HIM WITH THE FORCE IT WOULD HAVE TAKEN ME TO JUMP FROM ONE BUILDING TO THE NEXT."

SLAM!

CRASH!

KRASH!



"I'M STILL AMAZED HE HAD ANY FIGHT LEFT IN HIM!"

SPWOK!

UNGH!

KRASSH!



KRRISHH!

AAAGH!



AAAGHH!
OH, GAH!
AAAGH! YOU
SONNUVA #%*!!
I BLIND! MAH
EYE!



GET UP! YOU'RE
NOT BEATIN' ON
OLD LADIES
NOW!

"I KNOW NOW I SHOULD HAVE
BEEN PAYING MORE ATTENTION,
BUT I WAS USED TO GOING
HEAD-TO-HEAD WITH THE LIKES
OF DOC OCK AND KRAVEN... I
FIGURED THIS GUY WAS NOTHING."

"I DIDN'T NOTICE
HIS HAND GOING
INTO HIS COAT."



HELLO?

C'MON!
GET UP!

PUBLIC
INTEGRITY
DEPART-
MENT...

PLEASE
HURRY-- HE'S
HERE AND HE'S
BUSTING UP
MY STORE...



"MY SPIDER-SENSE
DOESN'T SAY TO ME
SPECIFICALLY, 'HEY,
HE'S GOT A GUN!' OR
'LOOK OUT FOR THE
PUMPKIN BOMB!'"

YOU
OKAY, MS.
NELLIE?



"OR 'WATCH OUT
FOR THE VOODOO
POWDER IN
CREAUX'S HAND!'"

UUGH!

"I TOOK A BIG FACEFUL.
OVERCONFIDENT. NOT
LISTENING TO MY SENSE
WARNING ME. THE SPLIT
SECOND I LOOKED AWAY
WAS ALL IT TOOK."



NOW,
BOY...

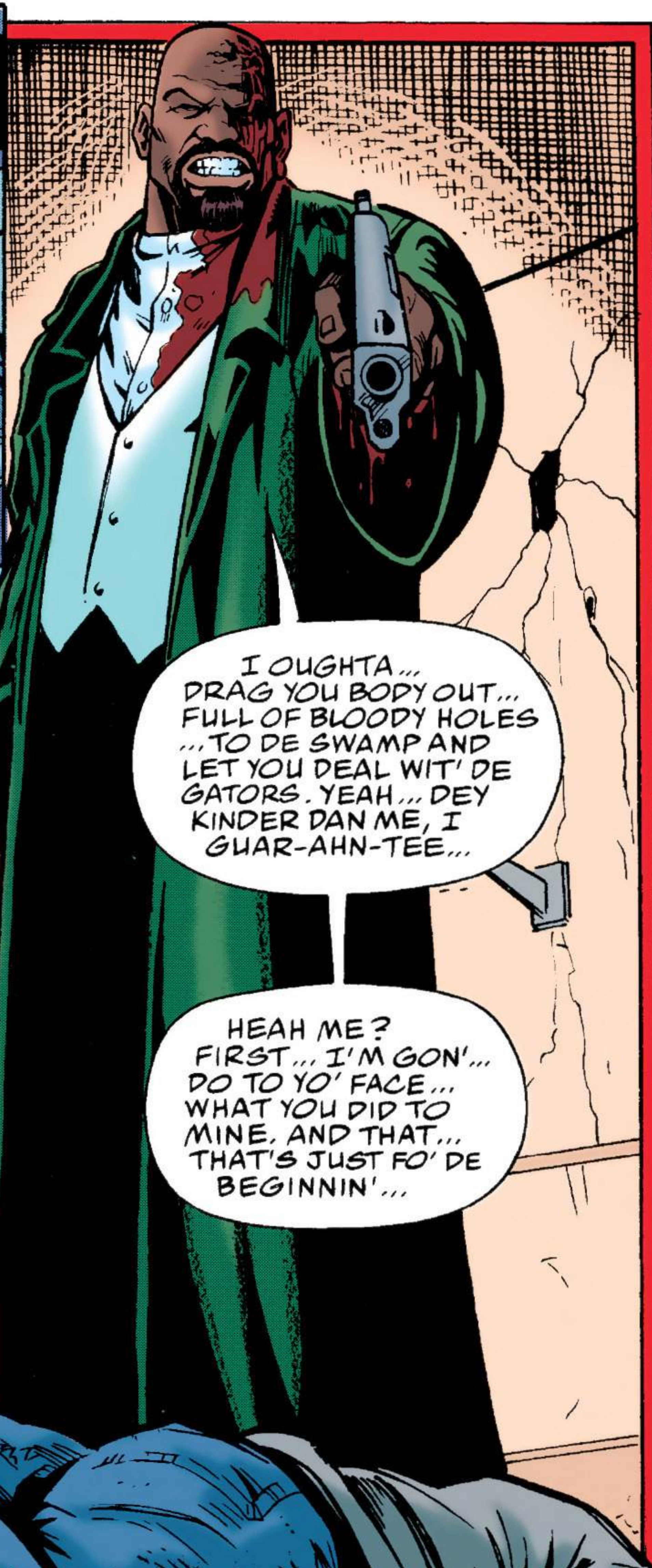
...NOW YOU GON'
LEARN WHAT HAPPENS
WHEN YOU MESS WIT'
DE LAW IN NEW
ORLEANS!

YOU GON' PAY
DEAHLY FO' WHAT
YOU DONE TO
CREAUX'S EYE!

"SUDDENLY, MY BODY
CEASED TO RESPOND.
PANIC QUICKLY SET IN
AS MY LIMBS TURNED
RIGID AND USELESS."



"POWERLESS TO
RESIST, EVEN
GRAVITY BECAME
MY ENEMY."



I OUGHTA...
DRAG YOU BODY OUT...
FULL OF BLOODY HOLES
...TO DE SWAMP AND
LET YOU DEAL WIT' DE
GATORS. YEAH... DEY
KINDER DAN ME, I
GUAR-AHN-TEE...

HEAH ME?
FIRST... I'M GON'...
DO TO YO' FACE...
WHAT YOU DID TO
MINE, AND THAT...
THAT'S JUST FO' DE
BEGINNIN'...



AND DE BEST
PART IS, I KNOW
YOU CAN HEAR EVERY
WORD, CAN'T YOU,
BOY?

CLICK!



I KNOW
YOU
GON--

AAHG!

SMACK!

ENOUGH!





DAT ENOUGH!
LEAVE HIM BE! MY
GOD, 'AVEN'T YOU HAD
ENOUGH KILLING?
'AVEN'T YOU TAKEN
ENOUGH FROM ME?!

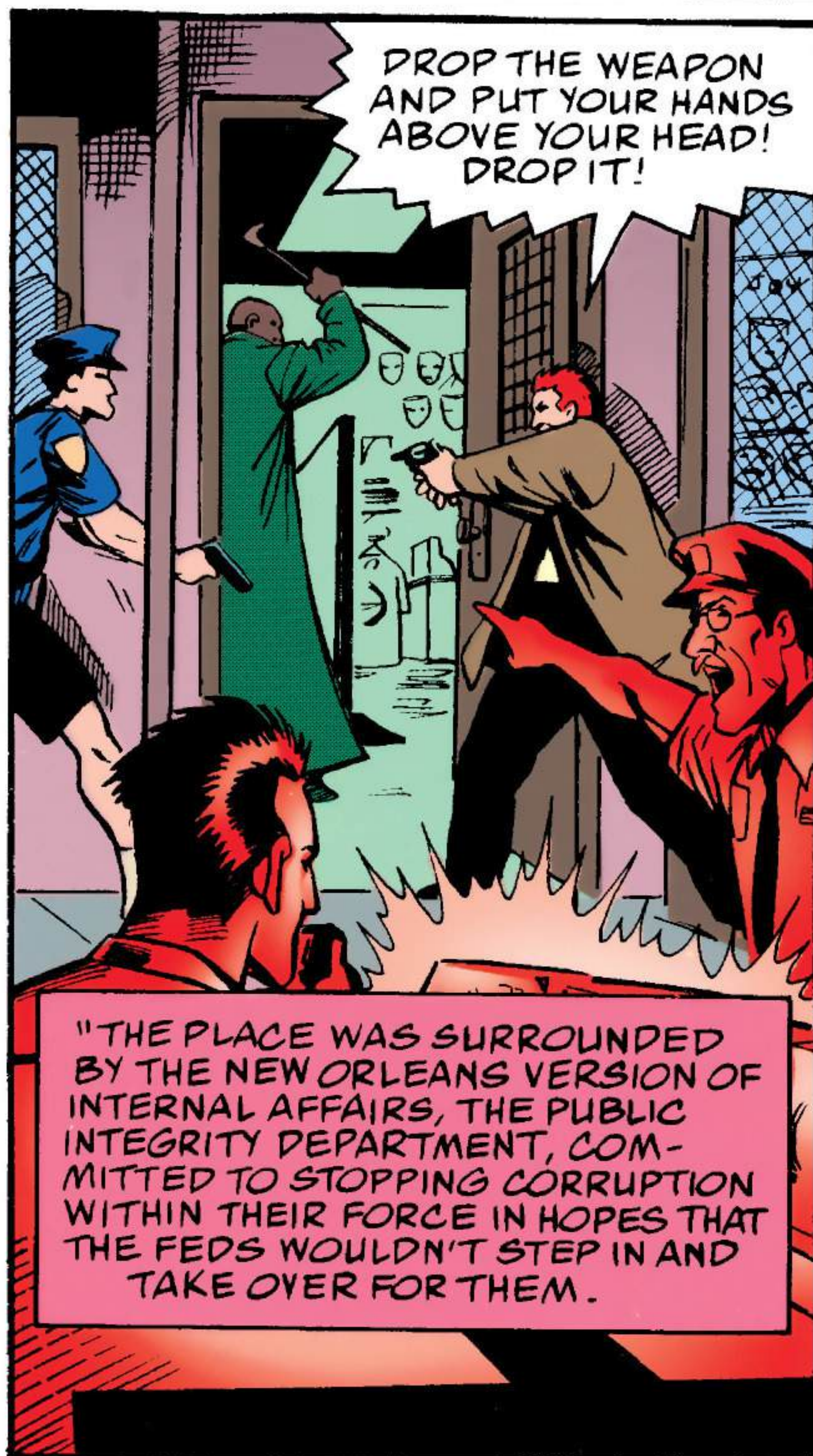
JEST YOU
TAKE YOU GUNS
AND YOU VOODOO
AND GET OUTTA
MY STORE!

"DEFIANTLY, MS.
NELLIE JUST
STOOD THERE,
ALMOST RESOLVED,
IT SEEMED, TO THE
CONSEQUENCES OF
HER BRAVERY.

"IN A FURY, CREAUX
THREATENED HER,
SCREAMING AND
RANTING AND CURS-
ING. BUT SHE
WOULDN'T BUDGE.

"AND I LAY THERE,
WATCHING IT ALL
THROUGH SEEMINGLY
DEAD EYES, UNABLE
TO HELP...

"BUT THAT'S
WHEN THE
CAVALRY
ARRIVED."



DROP THE WEAPON
AND PUT YOUR HANDS
ABOVE YOUR HEAD!
DROP IT!

"THE PLACE WAS SURROUNDED
BY THE NEW ORLEANS VERSION OF
INTERNAL AFFAIRS, THE PUBLIC
INTEGRITY DEPARTMENT, COM-
MITTED TO STOPPING CORRUPTION
WITHIN THEIR FORCE IN HOPES THAT
THE FEDS WOULDN'T STEP IN AND
TAKE OVER FOR THEM.

"CREAUX WAS OBVIOUSLY
ONE OF THE OLD GUARD,
AND WASN'T TAKING WELL
TO HIS ONCE-FELLOW OFFI-
CERS TURNING ON HIM..."

YOU #*%\$!! YOU
KNOW WHO YOU MESSIN'
WITH?! GET THAT GUN
FROM MY FACE!

SGT.
CREAUX, PUT
YOUR HANDS
ABOVE YOUR
HEAD AND...

"LITTLE DID CREAUX KNOW HE WAS HELPING ME BY CREATING A DIVERSION... MS. NELLIE SEIZED THE MOMENTARY DISTRACTION OUTSIDE TO TURN ME OVER!"

OH, BEN, I SEEN DIS BEFORE... YOU IN TROUBLE. BUT MS. NELLIE IS HERE. DON' YOU WORRY... JUS' 'CAUSE I DON' LIKE VOODOO DON' MEAN I CAN'T FIGHT IT!

YOU LUCKY, BEN... SEE, MY MOMMA WAS A VOODOO PRIEST-ESS BEFORE SHE MET MY DADDY, WHO WAS A PREACHER.

SO YOU COULD SAY I GOT DE BEST O' BOTH WORLDS.

NOW JUS' DRINK THIS UP.

"I FELT THE LIQUID WORK ITS WAY DOWN MY STILL THROAT LIKE SWEET LAVA, AND SLOWLY, PAINFULLY, LIFE BEGAN TO RETURN TO MY BODY."

THANK YOU, BEN, THANK YOU...

TH-THANK... YOU...

"AS SHE PULLED ME INTO THE BACK ROOM, MY SENSES WERE COMING AROUND. AND, MOMENTS LATER, I WAS MAKING MY WAY OUT OF NEW ORLEANS VIA THE ROOFTOPS.

"I COULDN'T RISK BEING QUESTIONED BY THE POLICE, WHAT WITH THE WARRANTS OUT FOR MY ARREST.

"I NEVER FOUND OUT WHAT BECAME OF MS. NELLIE. I CALLED THE STORE ONCE FROM THE ROAD AND THE NUMBER HAD BEEN DISCONNECTED."



I THOUGHT I'D SEEN THE LAST OF CREAUX... UNTIL NOW. I FIGURED HE'D BE IN JAIL. BUT CORRUPTION IS A CANCER THAT REACHES ALL PARTS OF THE BODY.

MEANWHILE, BACK AT THE BAR...

SO, CHERE, WHERE'S DE BOYFRIEND? DON' TELL ME I SCARED HIM OFF WIT' MY JOKING!

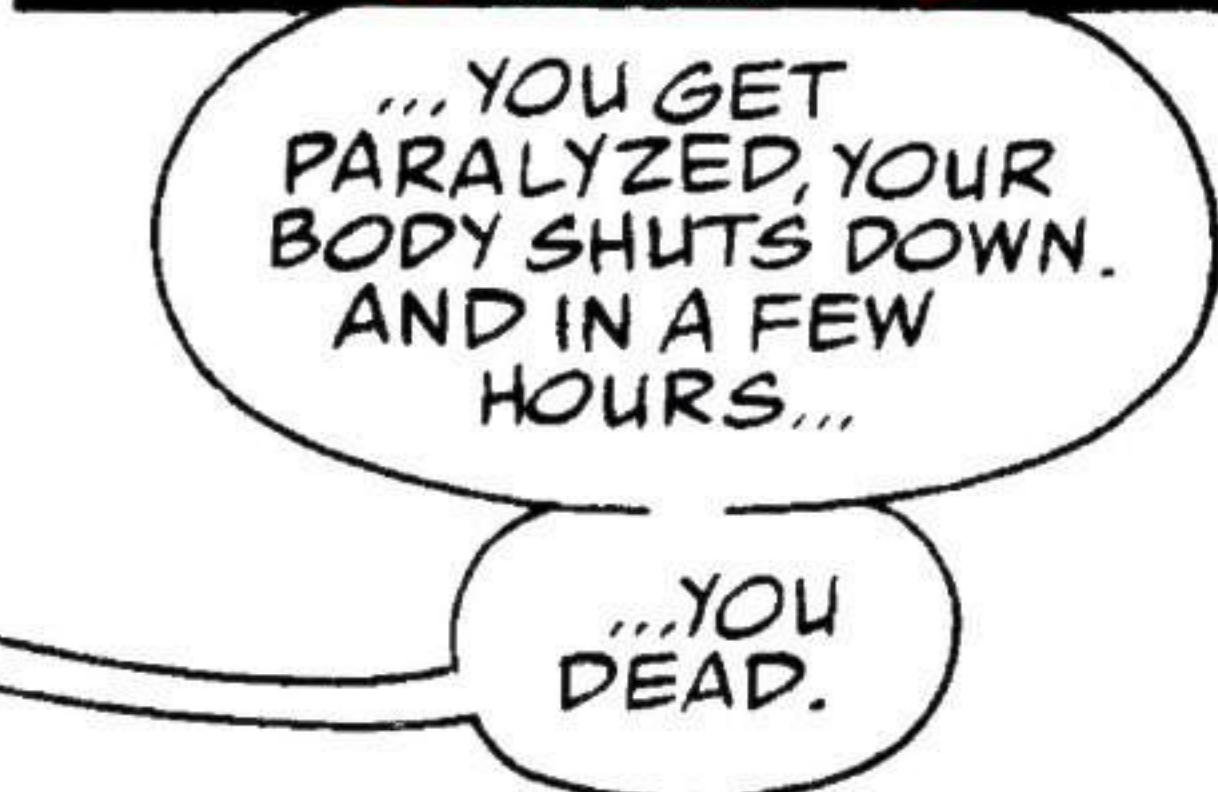
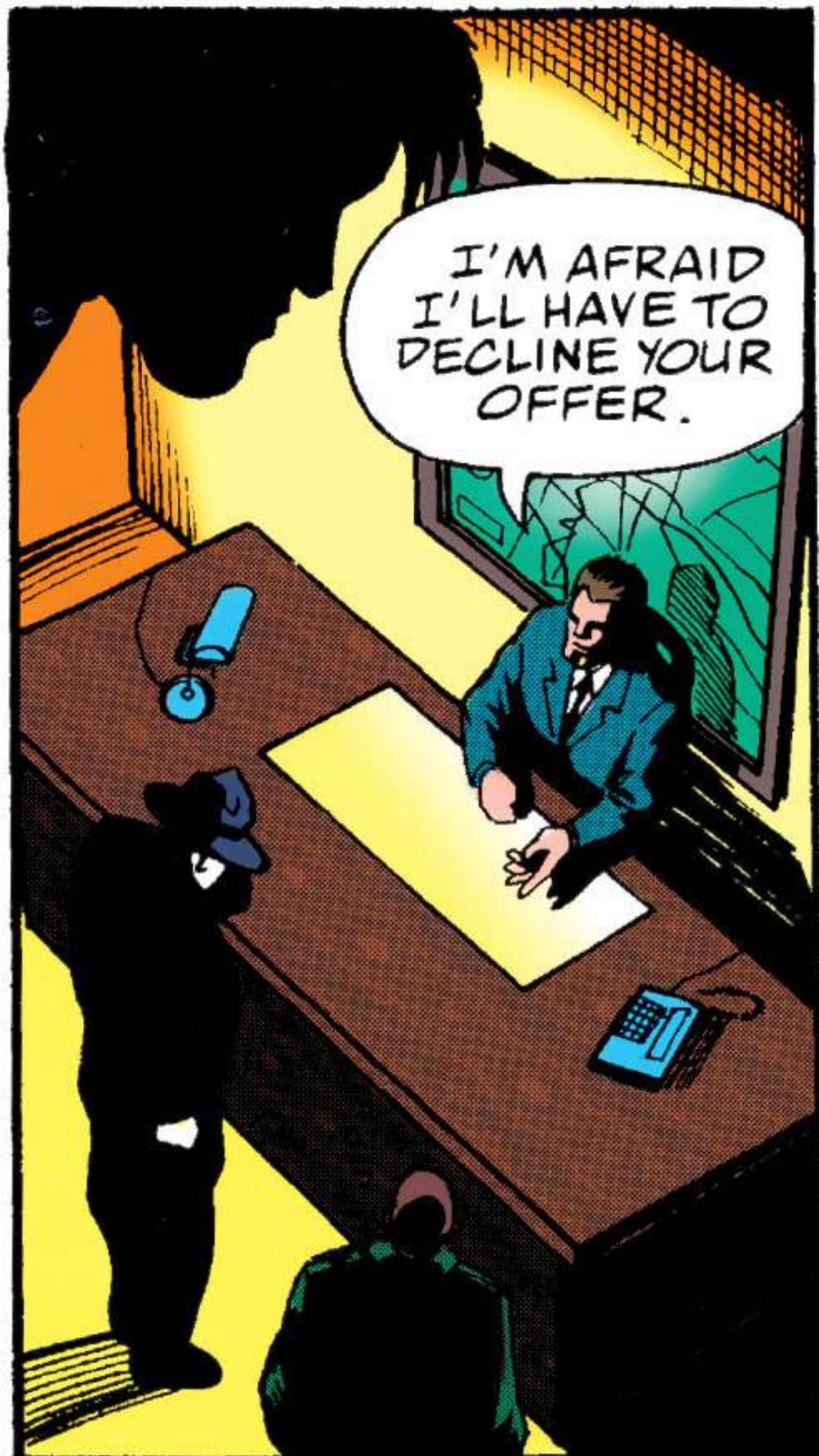
ACTUALLY, HE JUST UP AND LEFT.

I THINK HE FOLLOWED YOUR FRIEND INTO THAT BACK AREA. WHAT, ARE YOU GUYS HAVING A PRIVATE PARTY BACK THERE, OR--

I HATE TO LET SUCH A PRETTY LADY OUT OF MY SIGHT TWICE, BUT I NEED TO CHECK ON SOMETHING...

JEEZ, WHAT IS IT-- MY BREATH?

RIGHT THROUGH HERE, GENTLEMEN...





... THEN YOU GON' BEG ME TO FORGIVE YOU ...

... WHICH I WON'T. YOU DEALIN' WIT' GAMBIT NOW.



KILL THIS PIECE OF \$\$\$%!

YOU GOT IT.

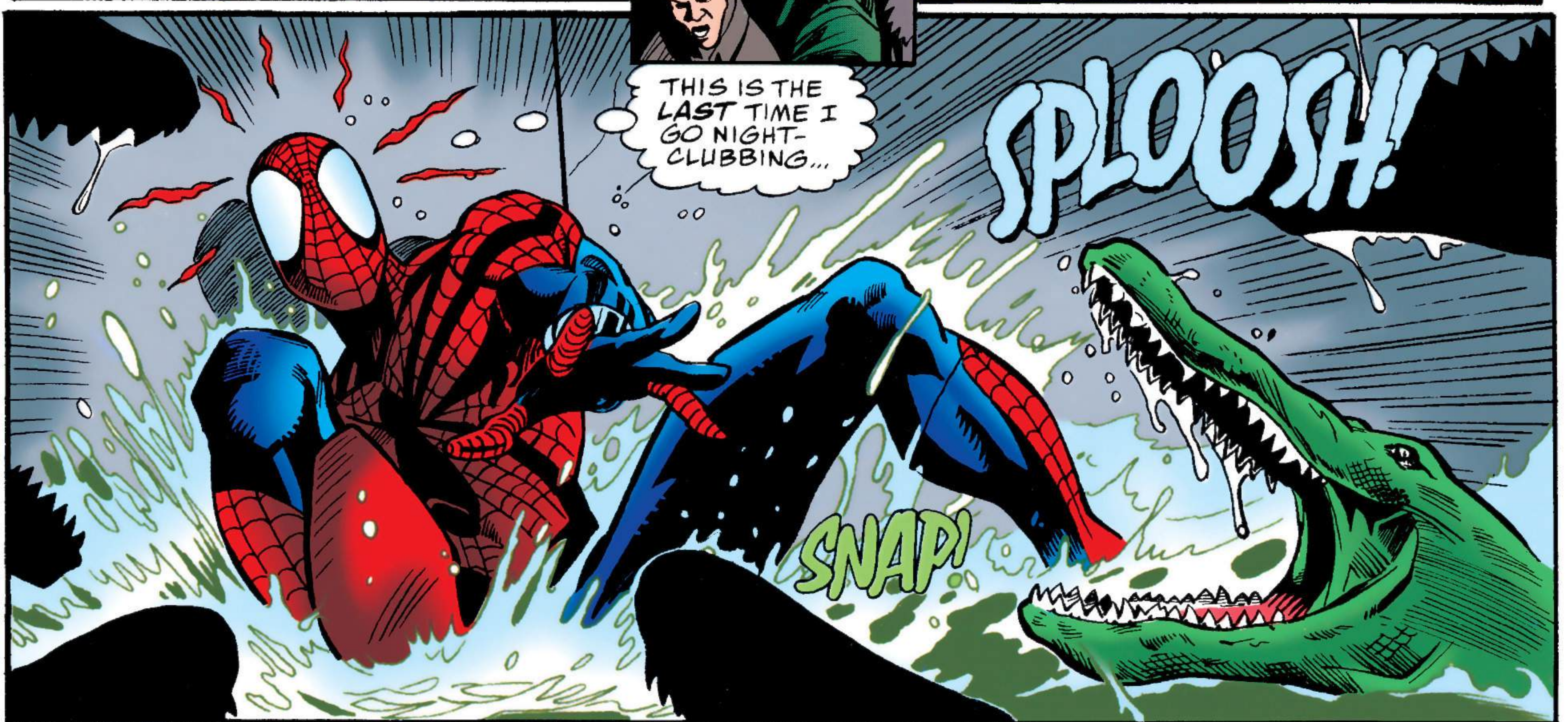
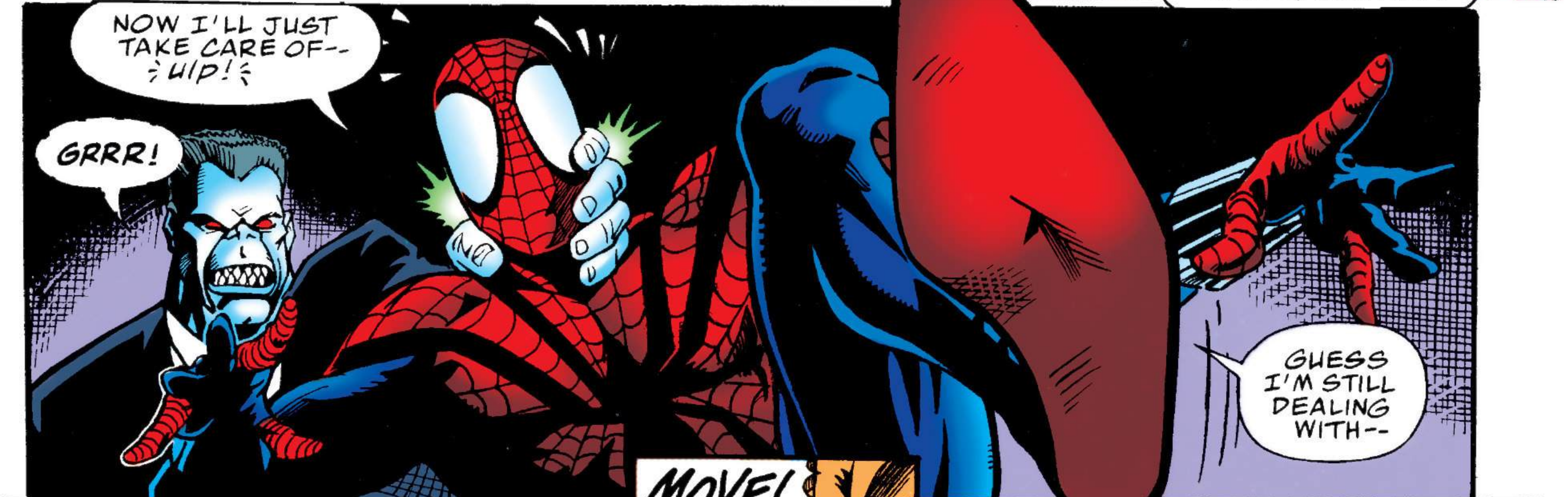


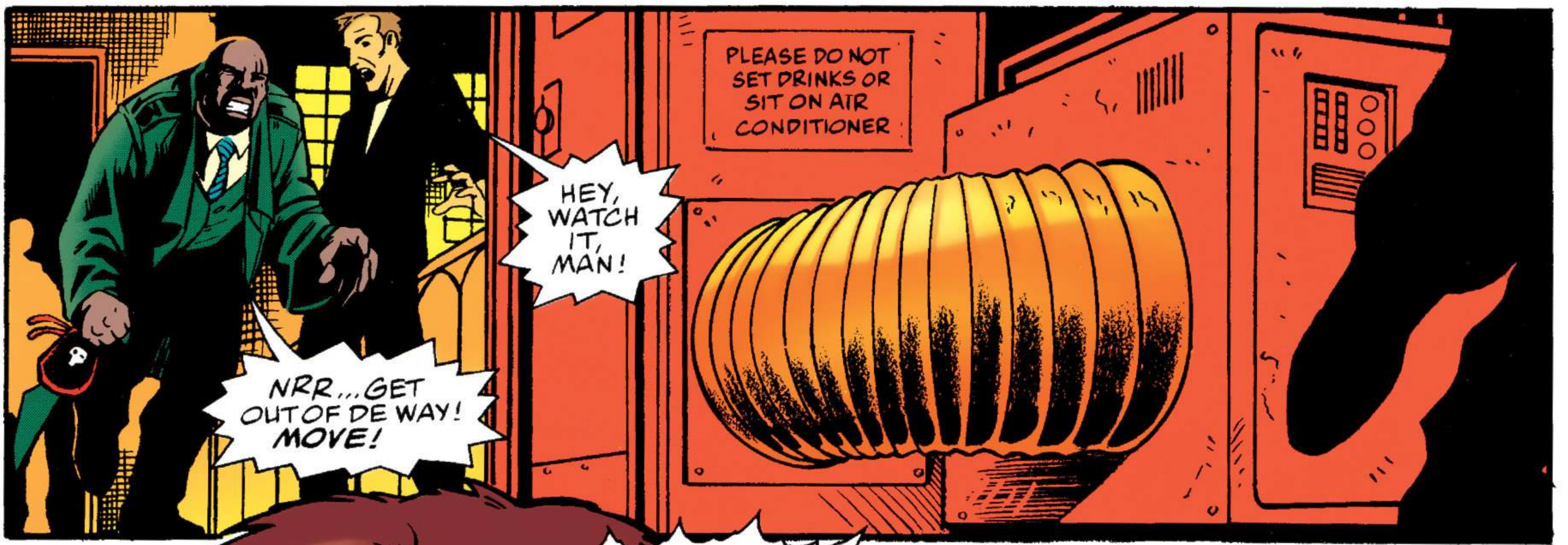
GAMBIT'S MUTANT TALENT LETS HIM CHARGE ANY OBJECT WITH EXPLOSIVE KINETIC ENERGY! THE RESULT...



... IS DEVASTATING!







HEY, WATCH IT, MAN!

NRR... GET OUT OF DE WAY! MOVE!



CREAUX!

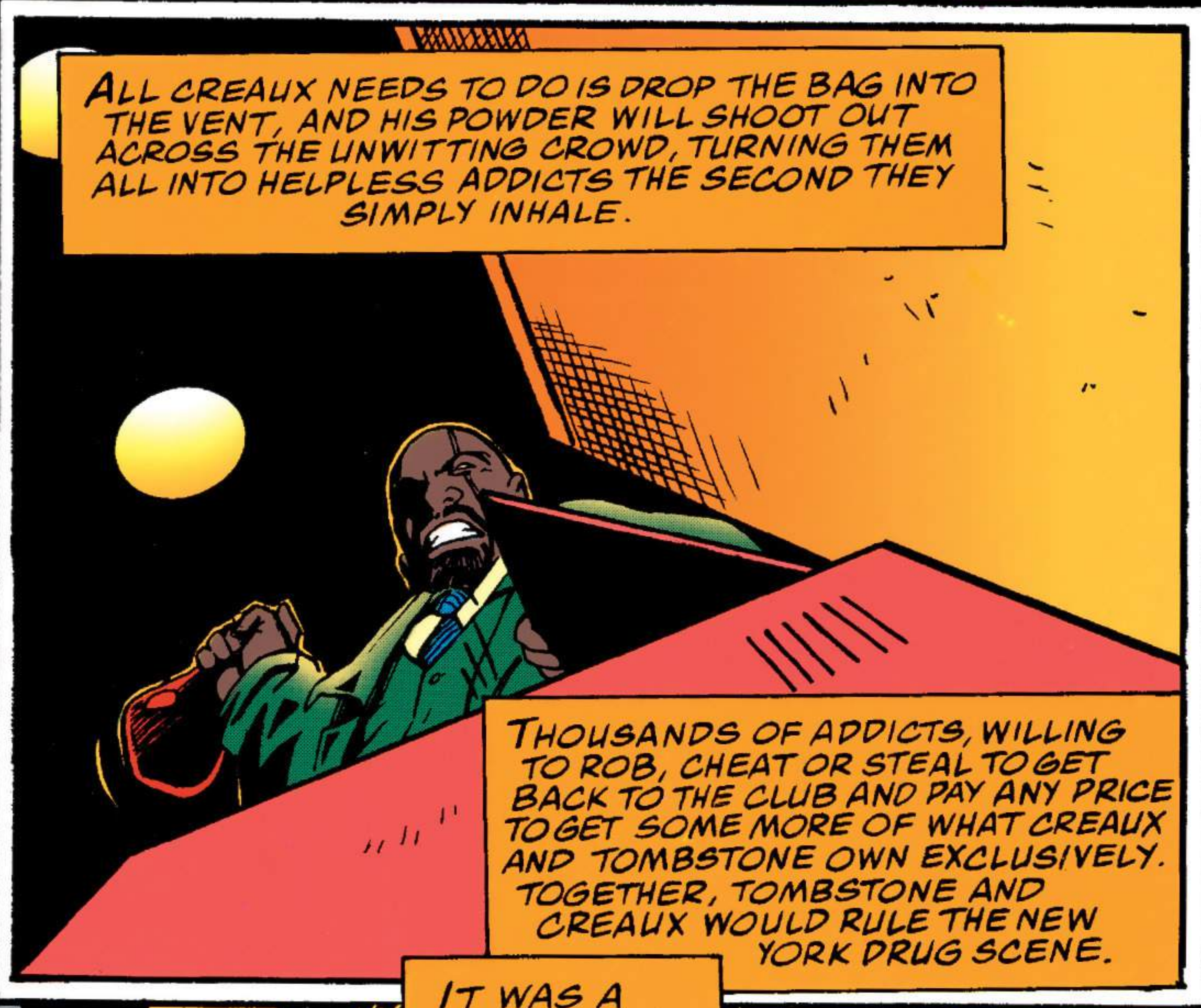


DOWN, BOY! WHOA!

HEY, YOU'RE RIPPING MY SUIT! THIS'LL COST PLENTY TO REPLACE!

THWP!

SNAP!



ALL CREAUX NEEDS TO DO IS DROP THE BAG INTO THE VENT, AND HIS POWDER WILL SHOOT OUT ACROSS THE UNWITTING CROWD, TURNING THEM ALL INTO HELPLESS ADDICTS THE SECOND THEY SIMPLY INHALE.

THOUSANDS OF ADDICTS, WILLING TO ROB, CHEAT OR STEAL TO GET BACK TO THE CLUB AND PAY ANY PRICE TO GET SOME MORE OF WHAT CREAUX AND TOMBSTONE OWN EXCLUSIVELY. TOGETHER, TOMBSTONE AND CREAUX WOULD RULE THE NEW YORK DRUG SCENE.

IT WAS A GREAT PLAN...



CREAUX!!



LET'S GO!
IT'S OVER!



YOU GON'
PAY FOR
WHAT YOU
DONE TO
JAQUES
CREAUX!
YOU GON'--

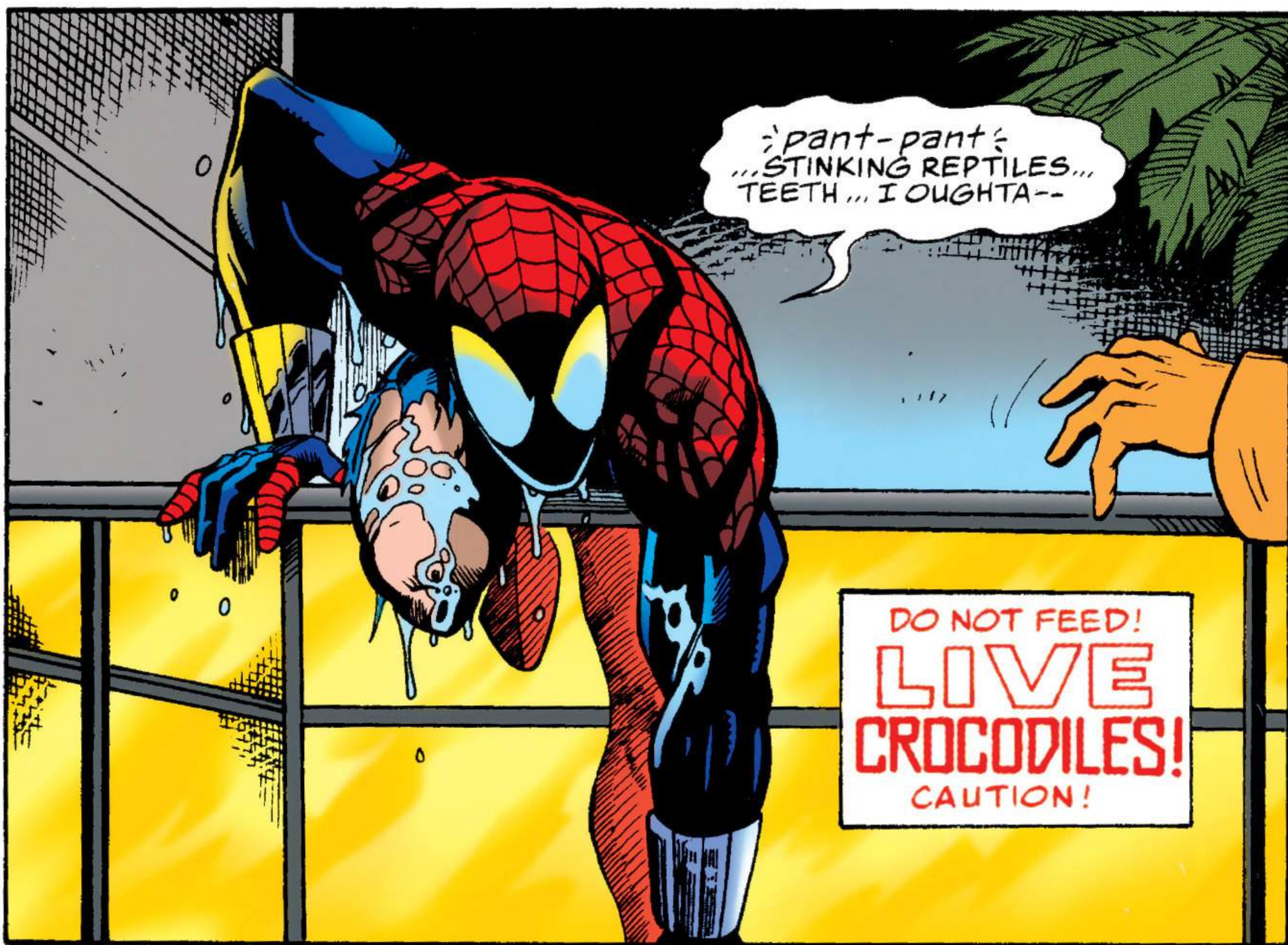


WHOOAAA!

AHHH!

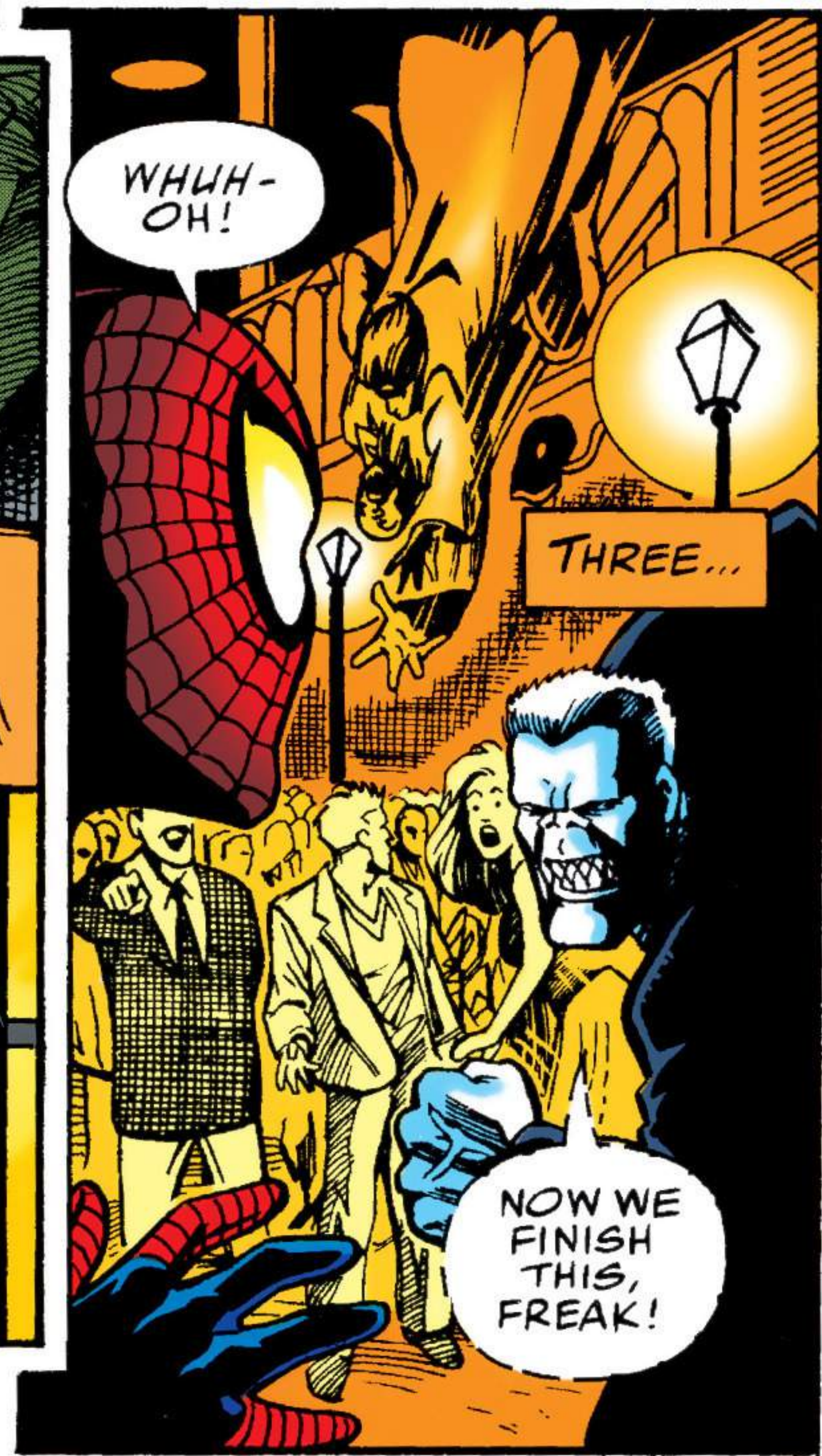


THREE SECONDS
BEFORE THE BAG
HITS THE CROWD
LIKE NERVE GAS.



~pant-pant~
...STINKING REPTILES...
TEETH... I OUGHTA--

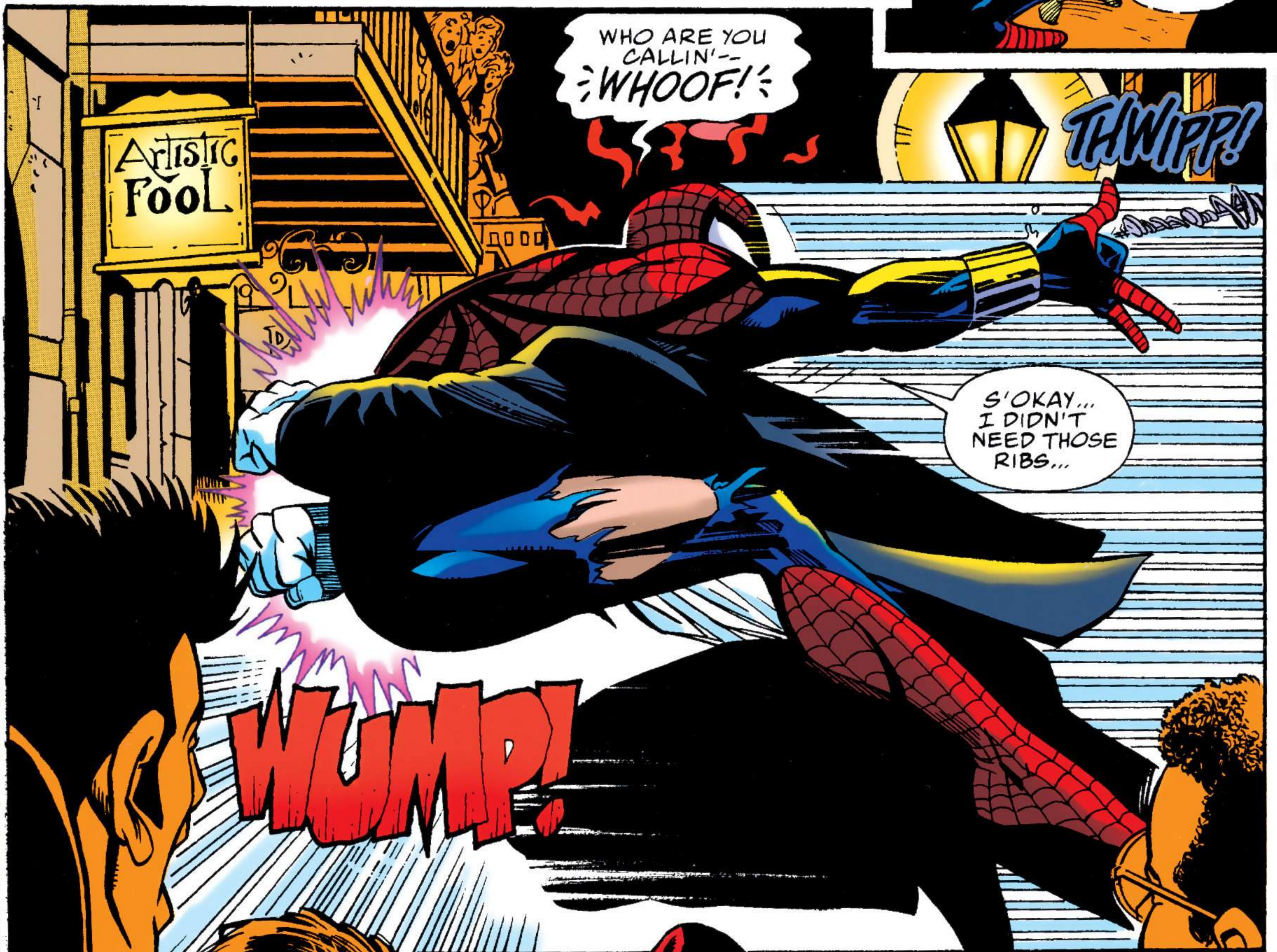
DO NOT FEED!
**LIVE
CROCODILES!**
CAUTION!



WHHH-
OH!

THREE...

NOW WE
FINISH
THIS,
FREAK!

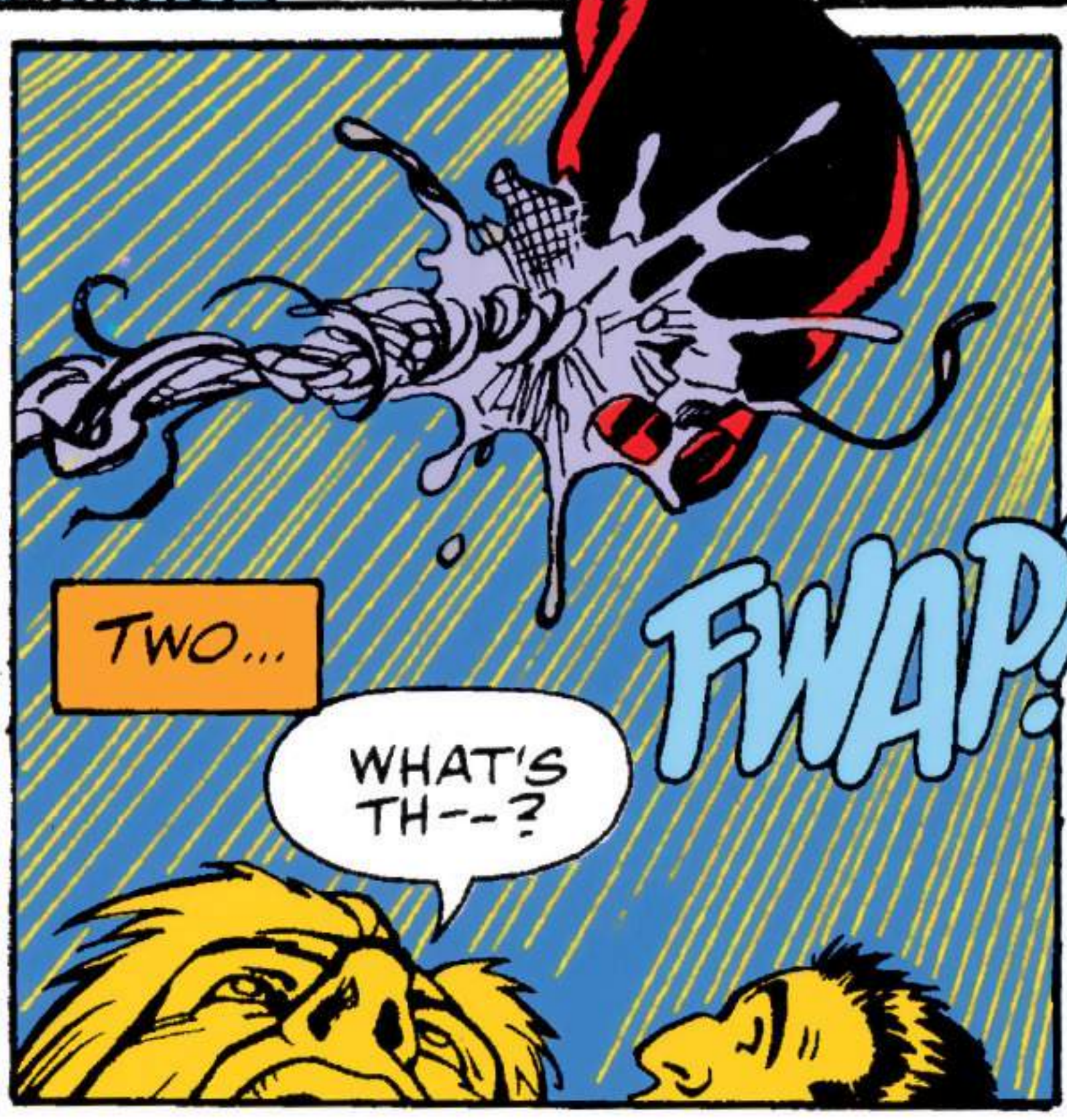


WHO ARE YOU
CALLIN'--
~WHOOF!~

TWIPP!

S'OKAY...
I DIDN'T
NEED THOSE
RIBS...

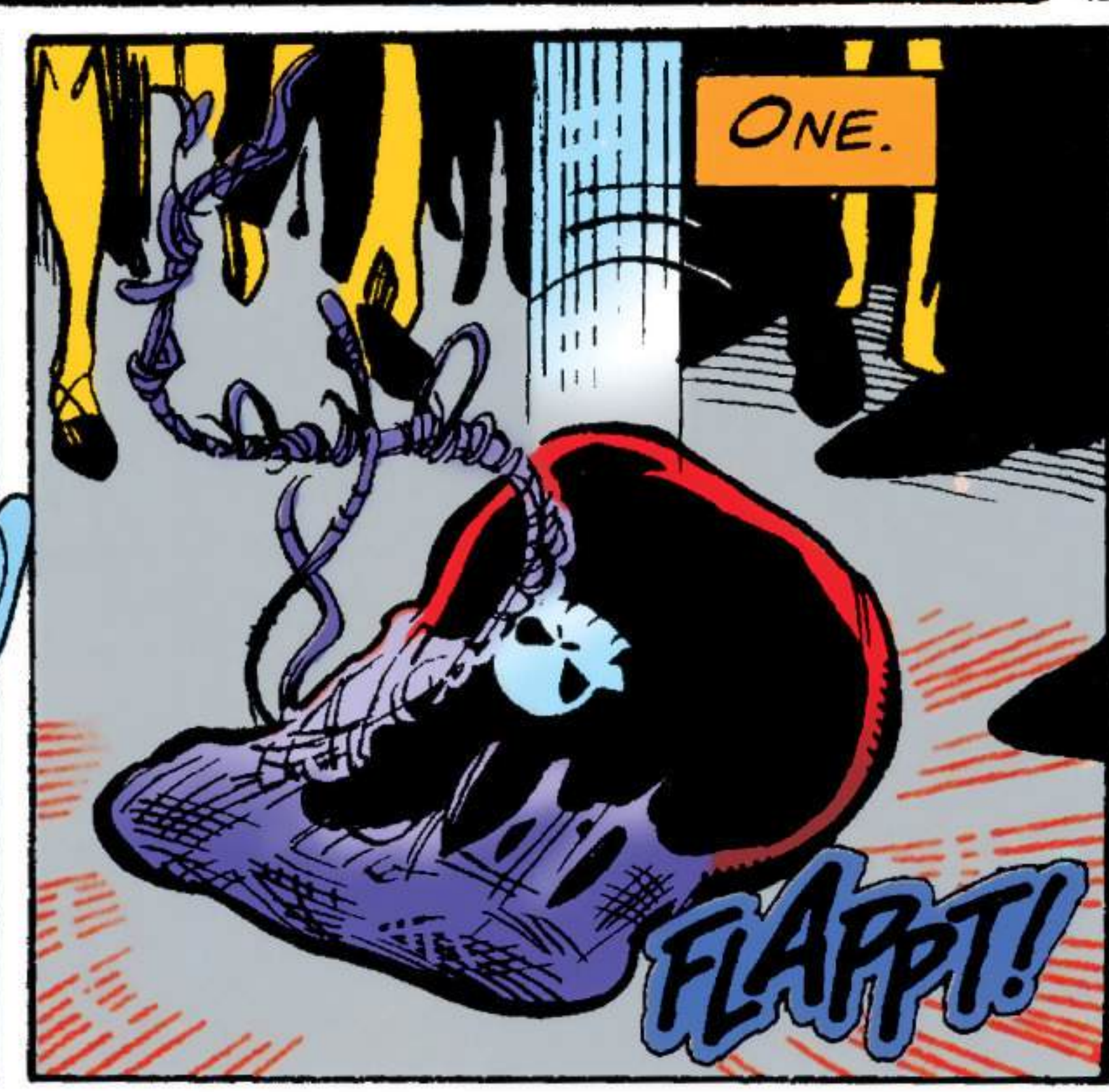
WUMP!



TWO...

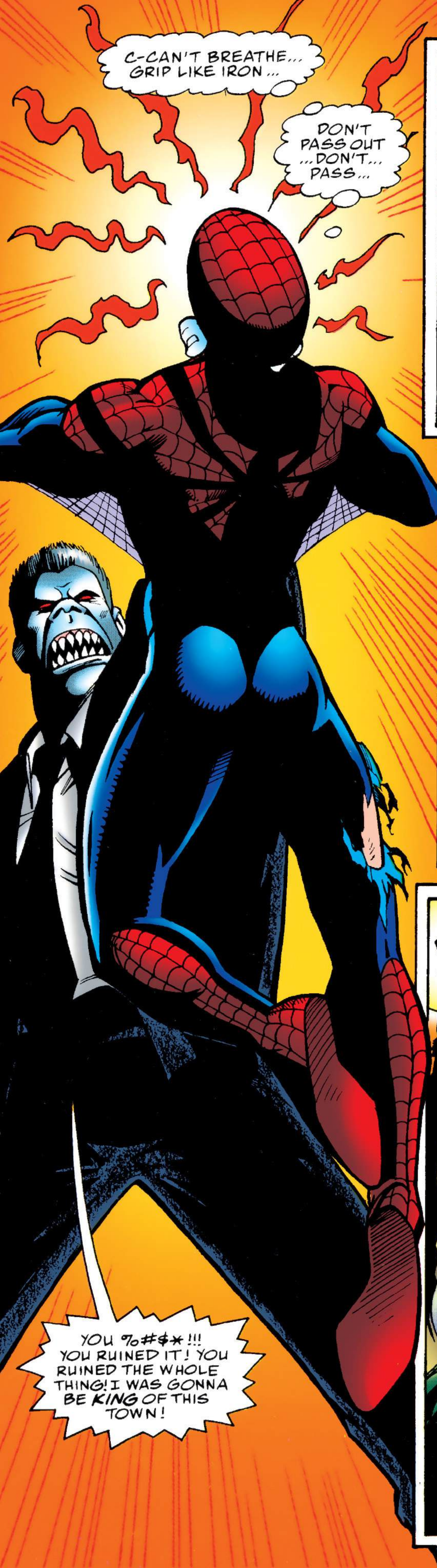
WHAT'S
TH--?

FWAP!



ONE.

FLAPPT!



C-CAN'T BREATHE...
GRIP LIKE IRON...

DON'T
PASS OUT
...DON'T...
PASS...



I'M GONNA--

YOU'RE
GONNA PUT
HIM DOWN,
GENTLY!

WHO
THE--



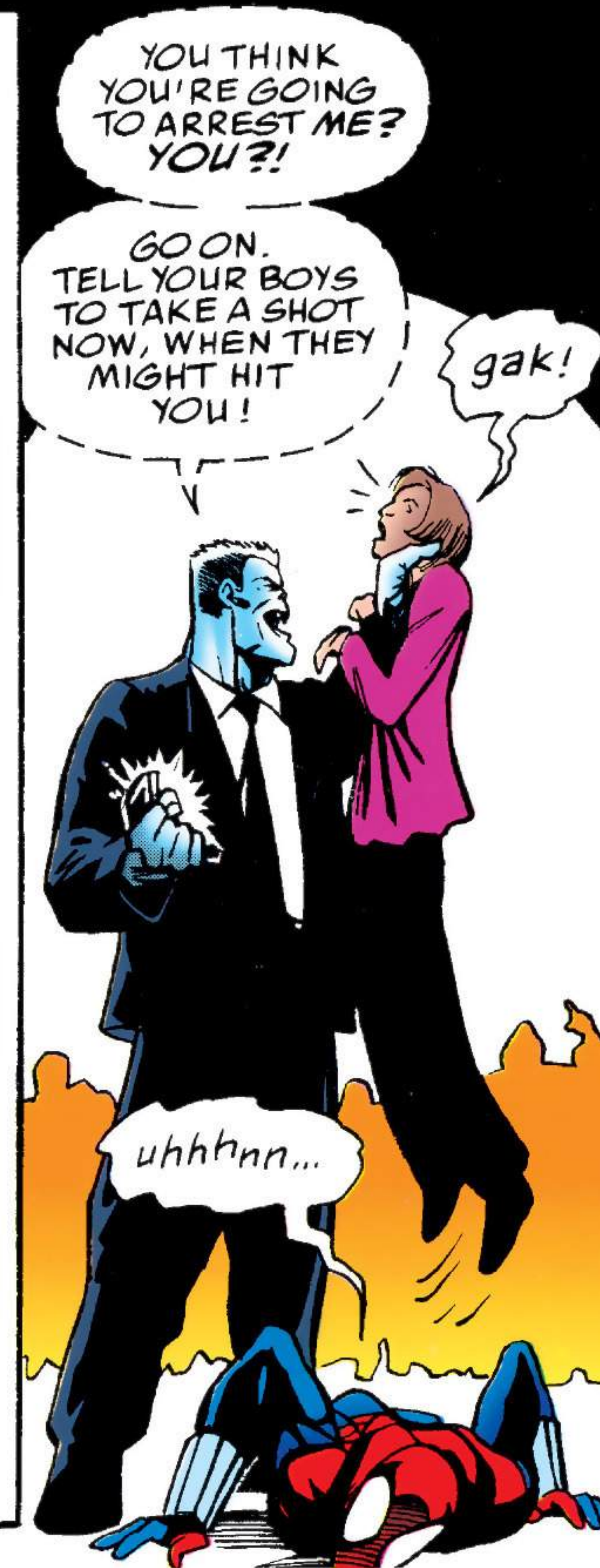
DEWITT,
NARCOTICS
UNDERCOVER!
YOU'RE UNDER
ARREST,
TOMBSTONE!



H-HEY,
YOU
OKAY?

THANKS,
I'M--

CHERE,
NO! GUNS
DON' HURT
HIM!



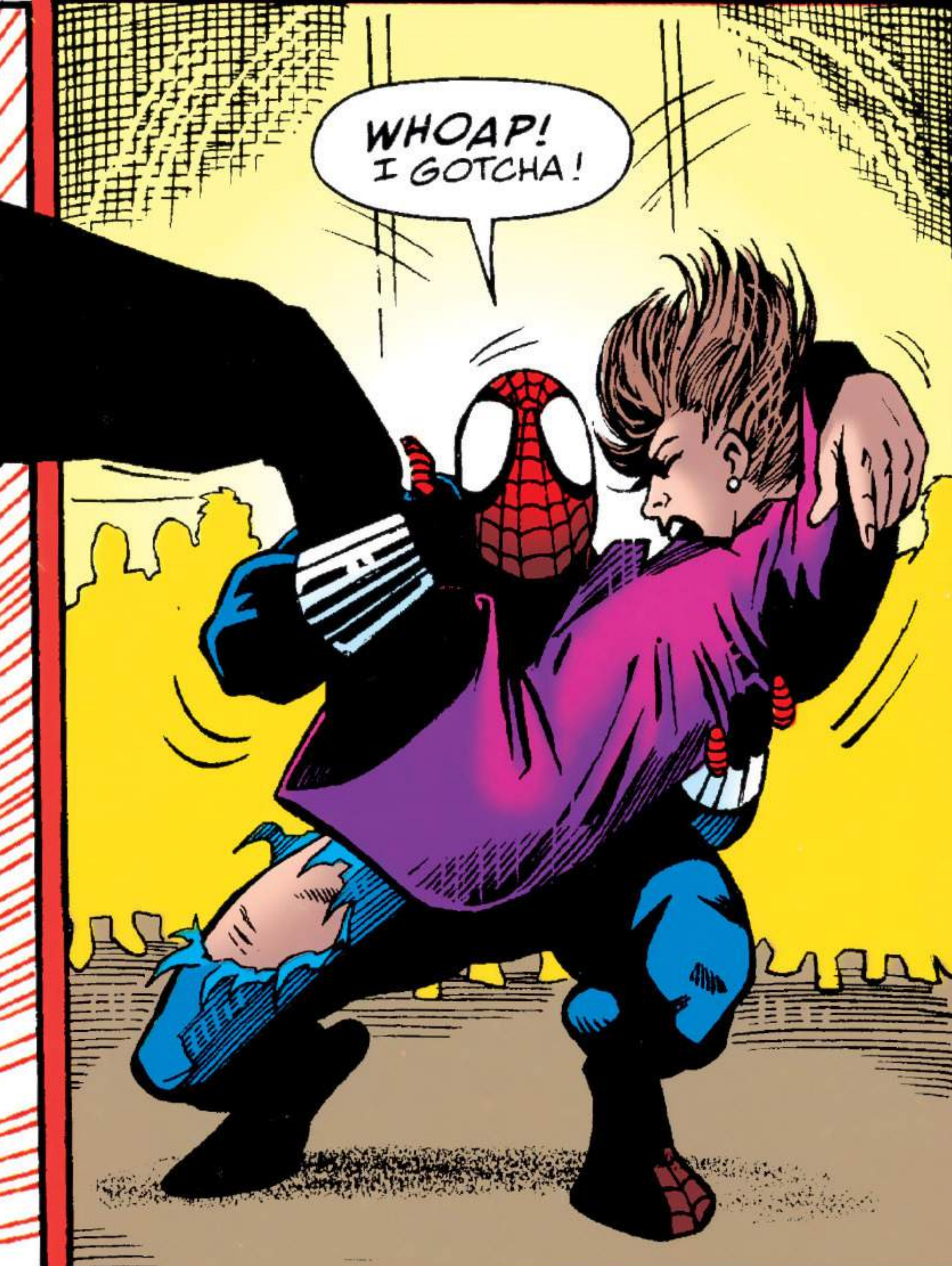
YOU THINK
YOU'RE GOING
TO ARREST ME?
YOU?!

GO ON.
TELL YOUR BOYS
TO TAKE A SHOT
NOW, WHEN THEY
MIGHT HIT
YOU!

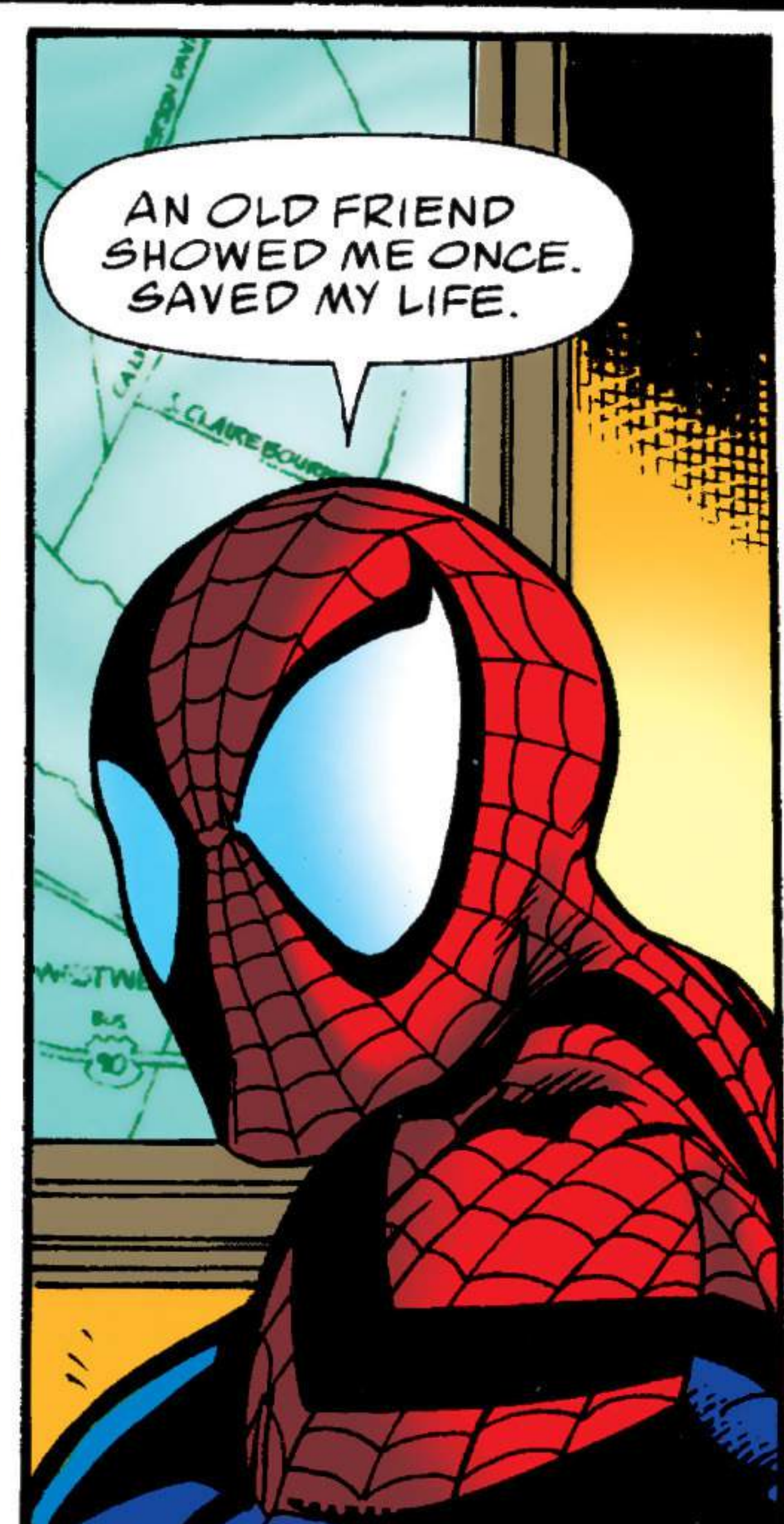
gak!

uhhhnn...

YOU %#\$% !!!
YOU RUINED IT! YOU
RUINED THE WHOLE
THING! I WAS GONNA
BE KING OF THIS
TOWN!







SIDESHOW

JUST ANOTHER
TRANQUIL EVENING
ON THAT ISLAND
PARADISE CALLED
MANHATTAN.

SAY
WHAT?

...TALKING
REPTILES--
A WHOLE
GANG OF
'EM--!

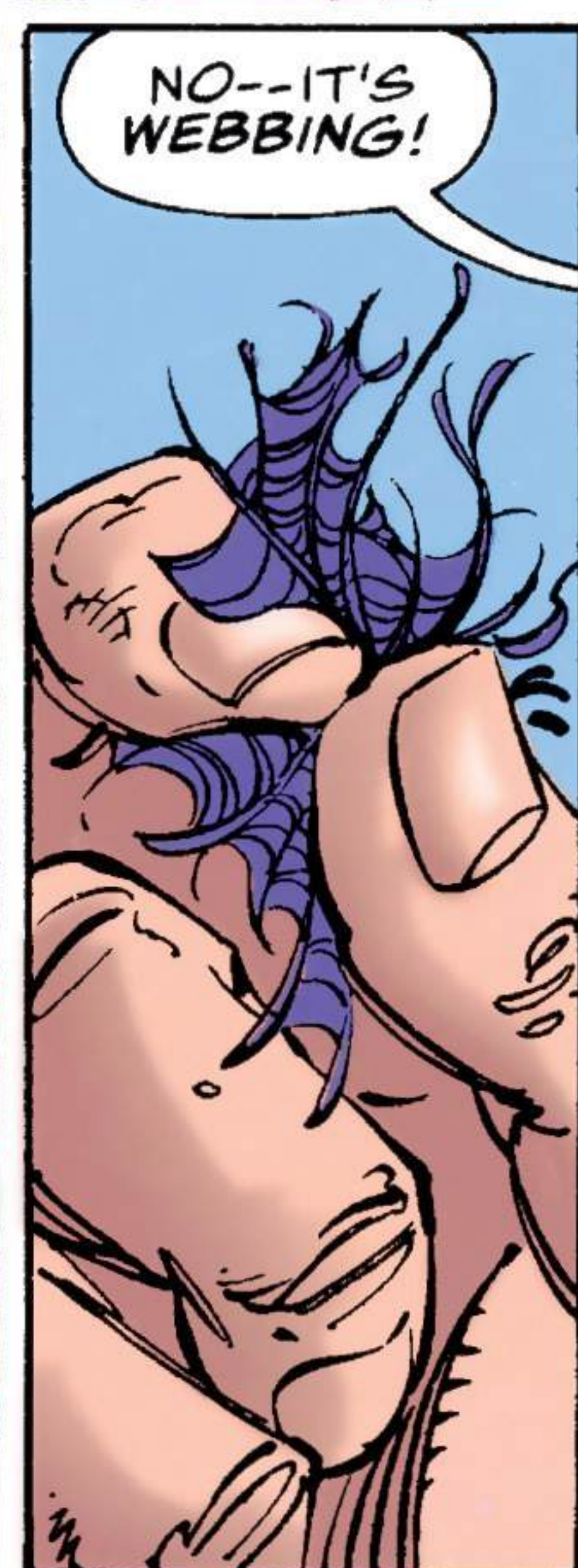
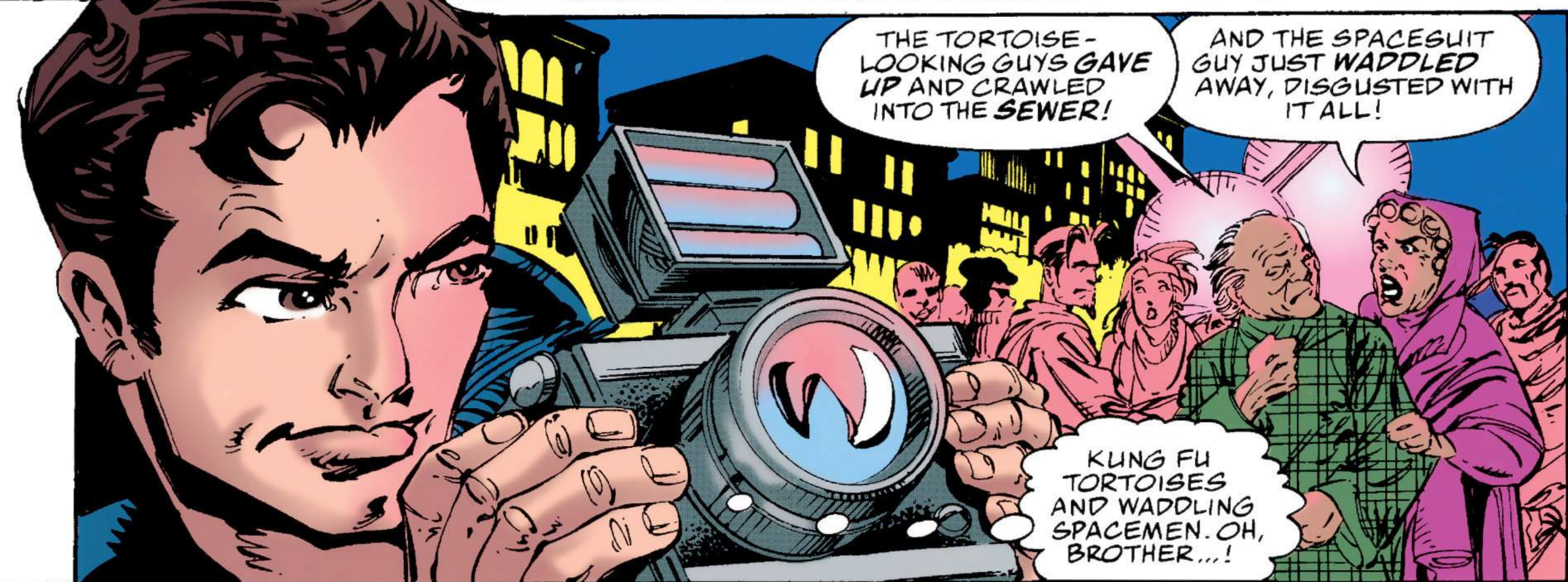
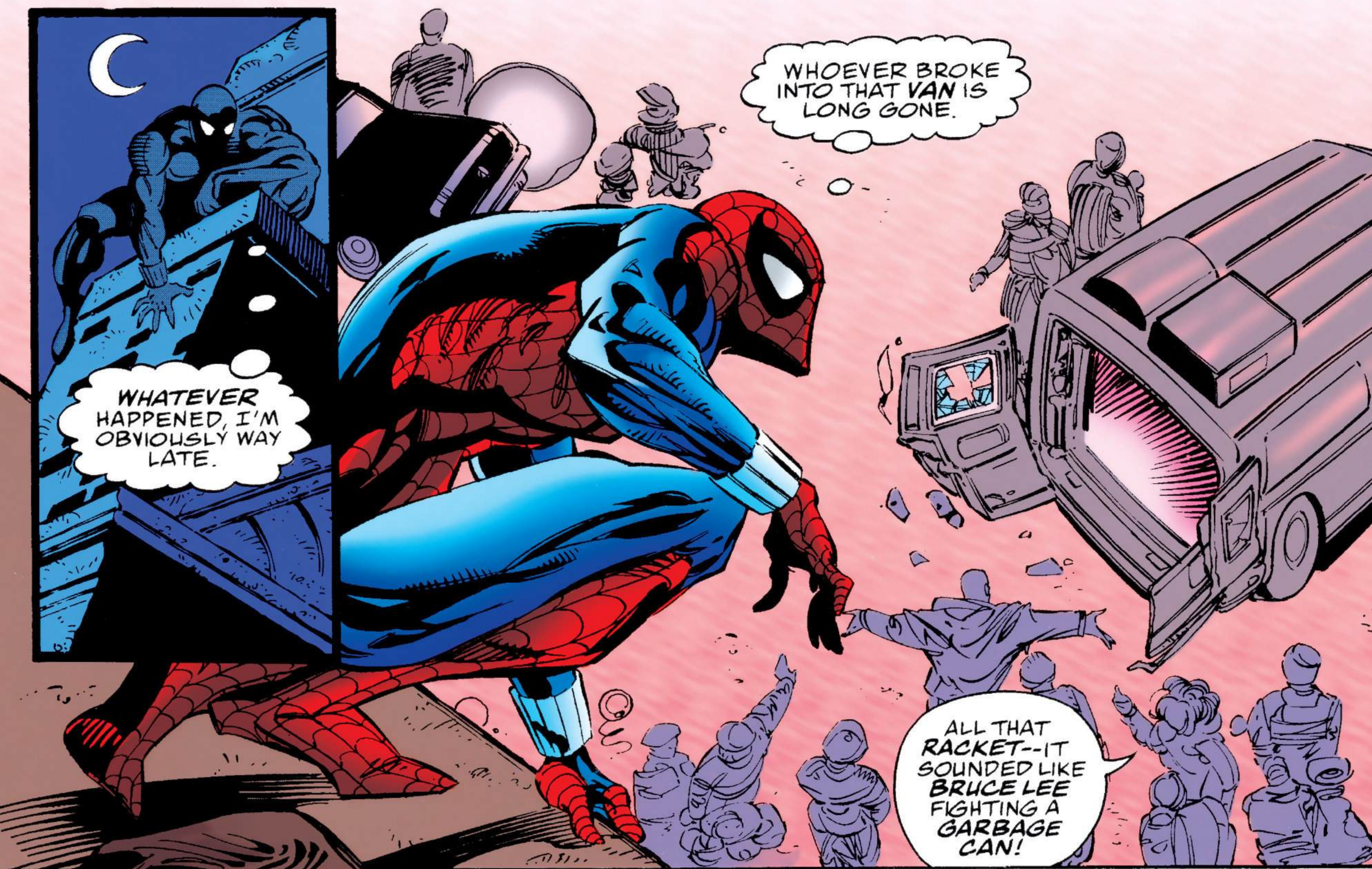
WHOOPIN'
AND
HOLLERIN'...!

YELLIN'
SUMPIN' ABOUT
COWS AND
BONGOS...!

THEY
PICKED A
FIGHT WITH
THIS LITTLE
MAN IN A
SPACE-
SUIT...!

...NOT
A SPACE-
SUIT, SOME
KINDA
ARMOR OR
SUMPIN'...

STEVE GERBER - writer
JAMES FRY - artist
CHRIS IVY - inker
TOM SMITH - colorist
DIGITAL CHAMELEON - seps.
BILL OAKLEY - letterer
TOM BREVOORT - editor
BOB HARRAS - editor in chief
HOWARD THE DUCK CREATED BY STEVE GERBER





SORRY ABOUT THE SLOPPY GREETING, PETE. DIDN'T WANT TO CALL ATTENTION TO MYSELF.

DEADLY DULL, FOR A CHANGE. NABBED A GUY TRYING TO BREAK OPEN A PAY PHONE, BUT THAT'S ABOUT IT. YOU?

HEY, BEN. HOW'S IT GOING?

I JUST BLEW A ROLL OF FILM ON A BUSTED TRUCK AND A MASS-HALLUCINATION...!



HALF A BLOCK SOUTH...

YO! TIBOLDT! CAN YOU SEE WHAT'S GOIN' ON?

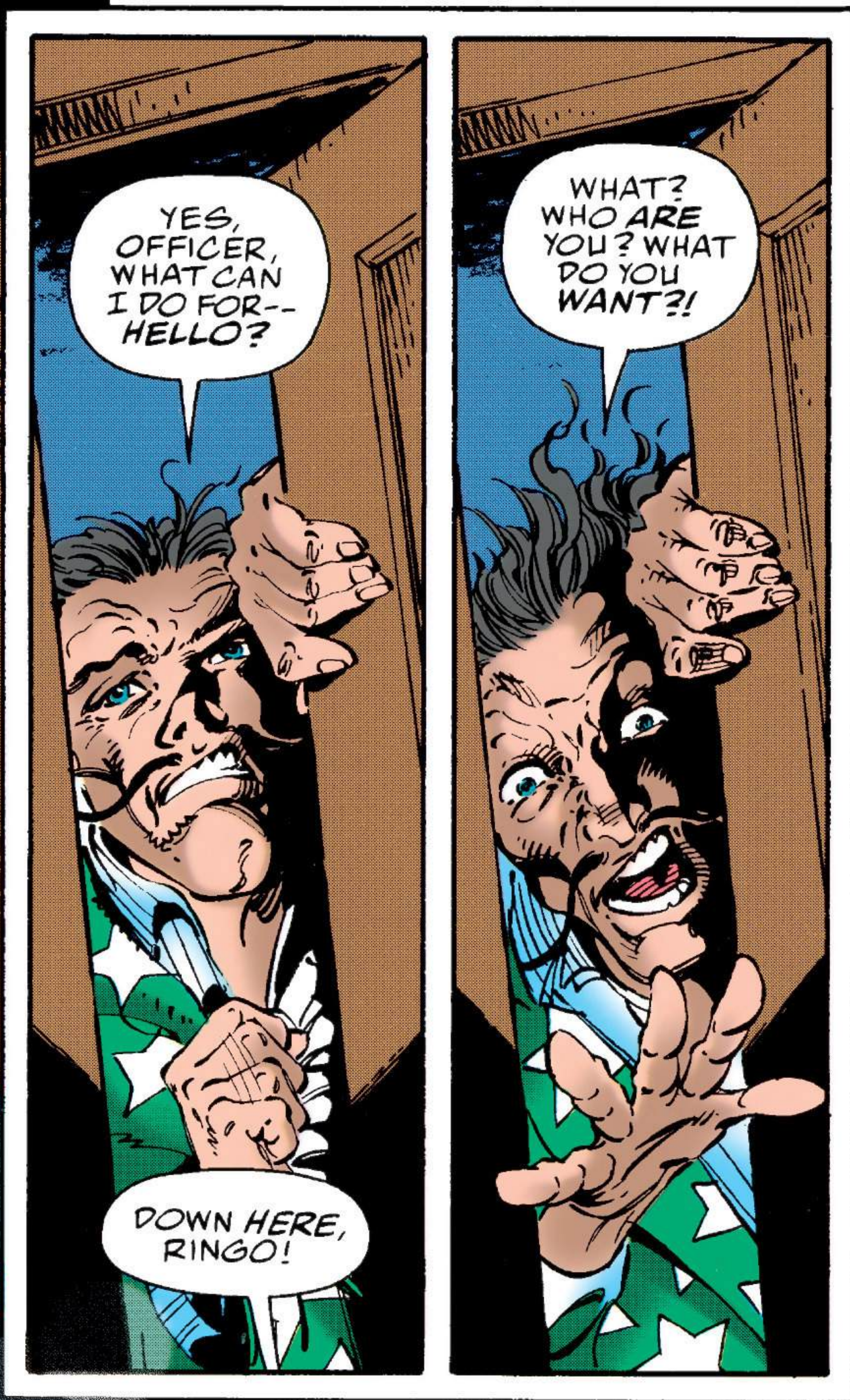
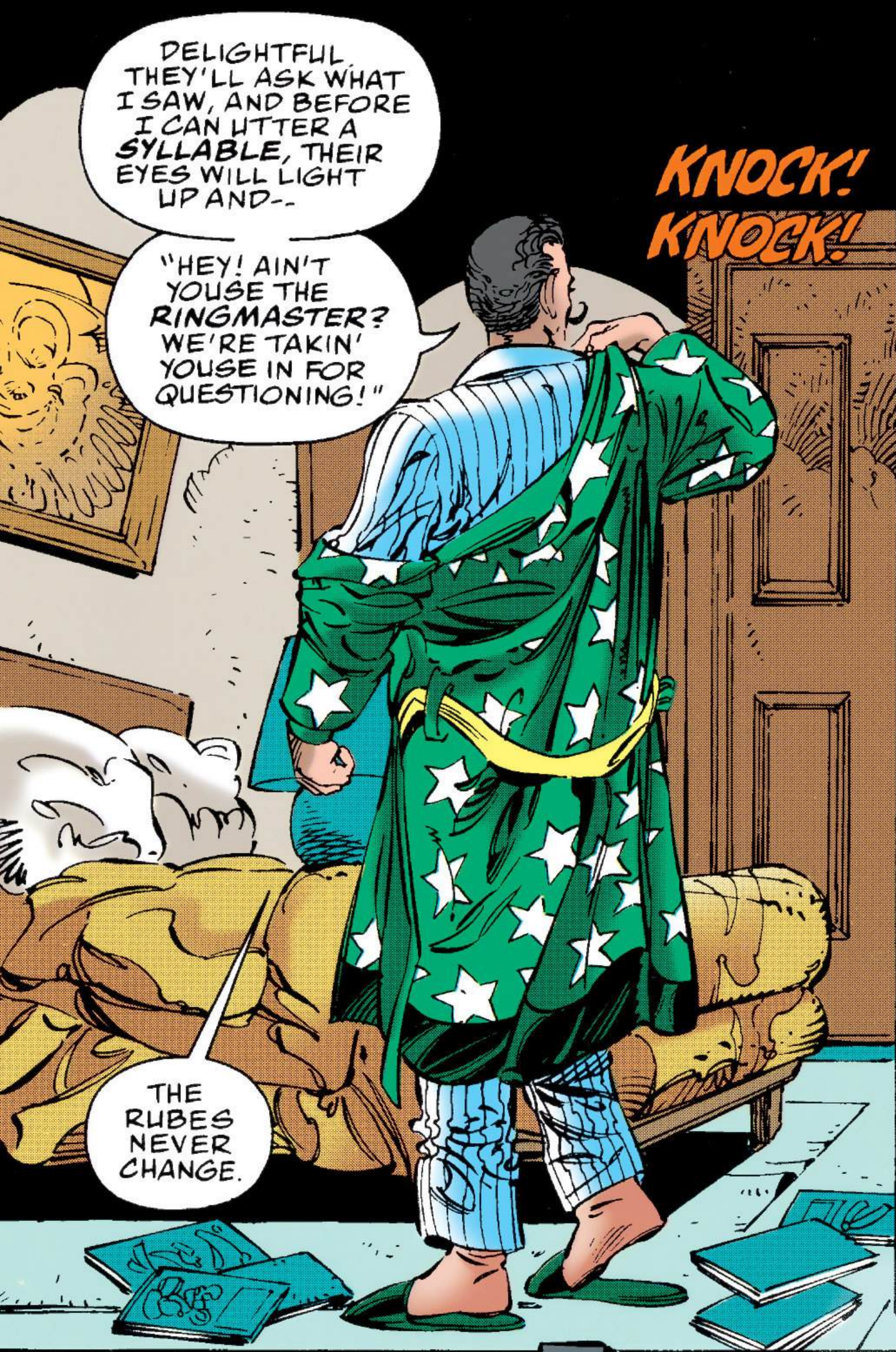
NO, MR. CROUCH. BUT THE COMMOTION SEEMS TO HAVE DIED DOWN, FINALLY.



WHICH IS ALTOGETHER TO MY LIKING. THE LAST THING I NEED IS POLICE AT MY DOOR.



**KNOCK!
KNOCK!**



BAM!

GUNSHOT! IT
CAME FROM THAT
BUILDING! KEEP AN
EYE OUT FROM THE
ROOFTOPS-- I'LL
CHECK INSIDE!

BE
CAREFUL,
PETE!
YOU'VE GOT
A WIFE
AND KID TO
THINK
ABOUT!

AS IF I NEEDED
REMINING...!

I NEVER
STOP
THINKING
ABOUT--

OH, MY
GOD--!

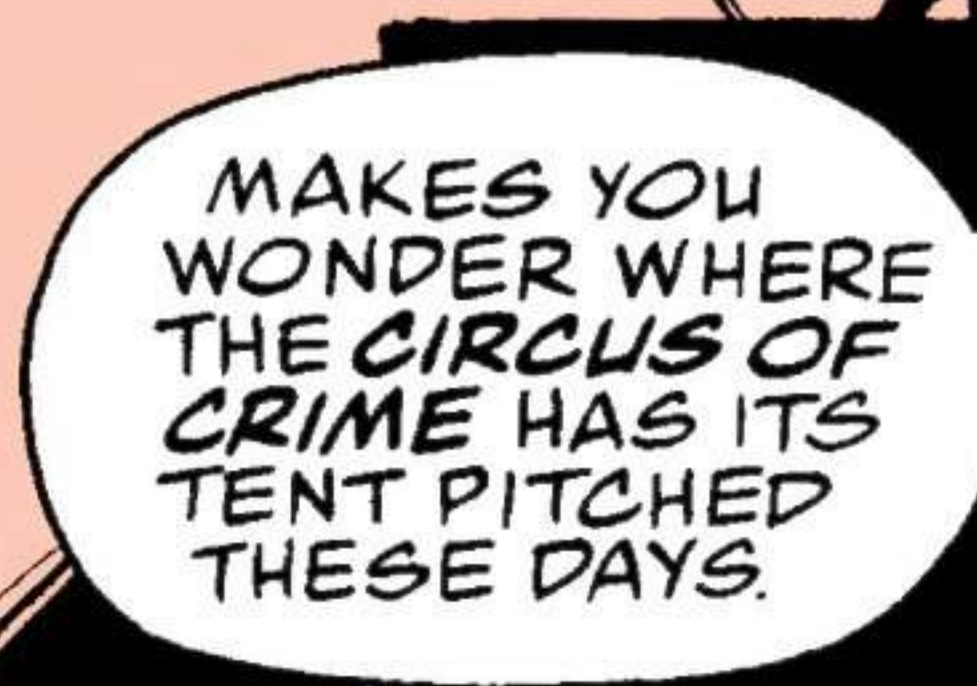
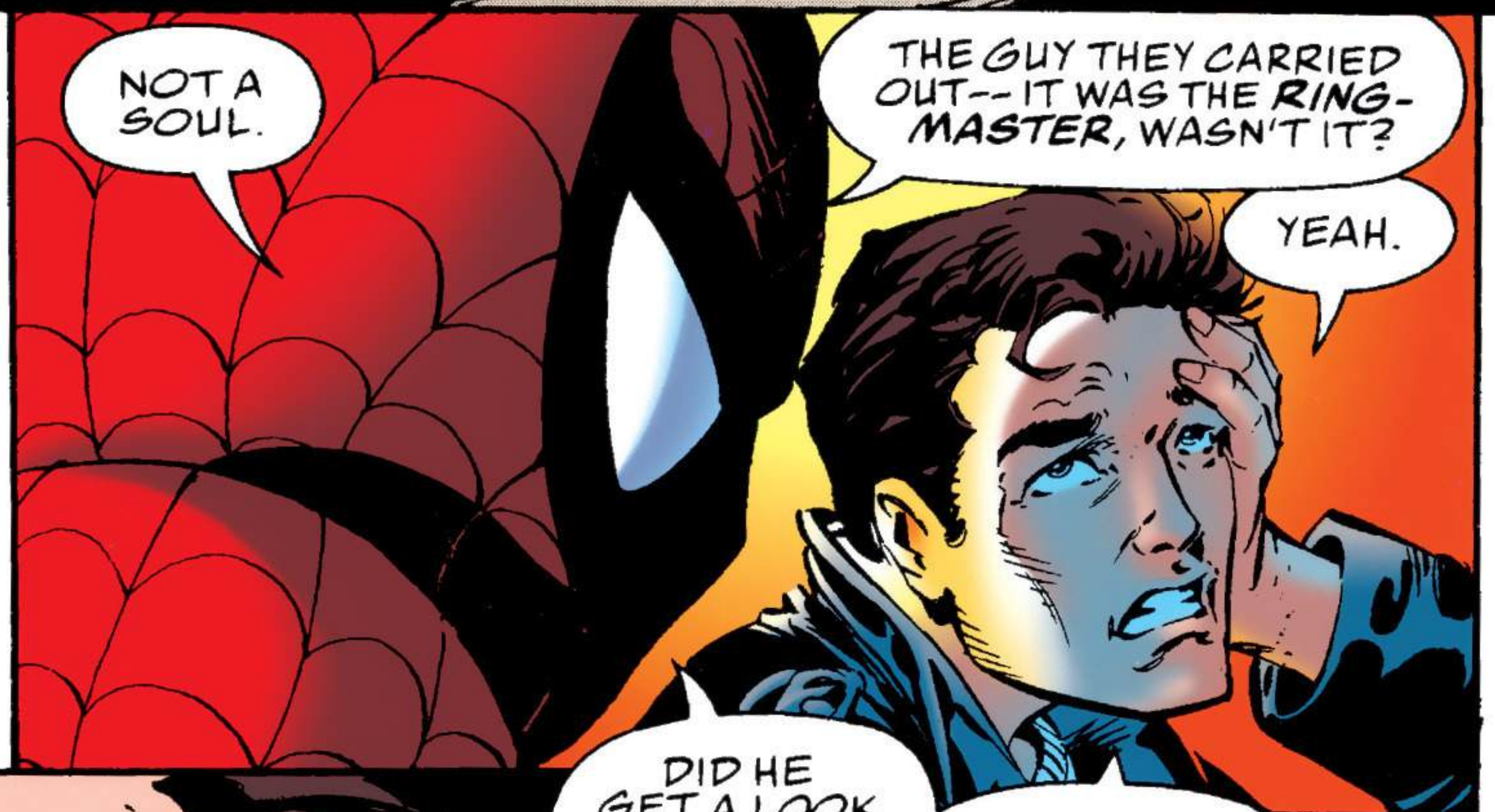
WHAT
ARE YOU
STANDING
THERE FOR?!
SOMEBODY
CALL AN
AMBULANCE!
THIS MAN
IS--

THE RINGMASTER--!

NO... NOT ANYMORE...
I QUIT ALL THAT... NO
MORE CIRCUS... NO
MORE CRIME...

I HELP
THE ARMY...
FBI... YOU
MUST...
BELIEVE ME...
DANGER...

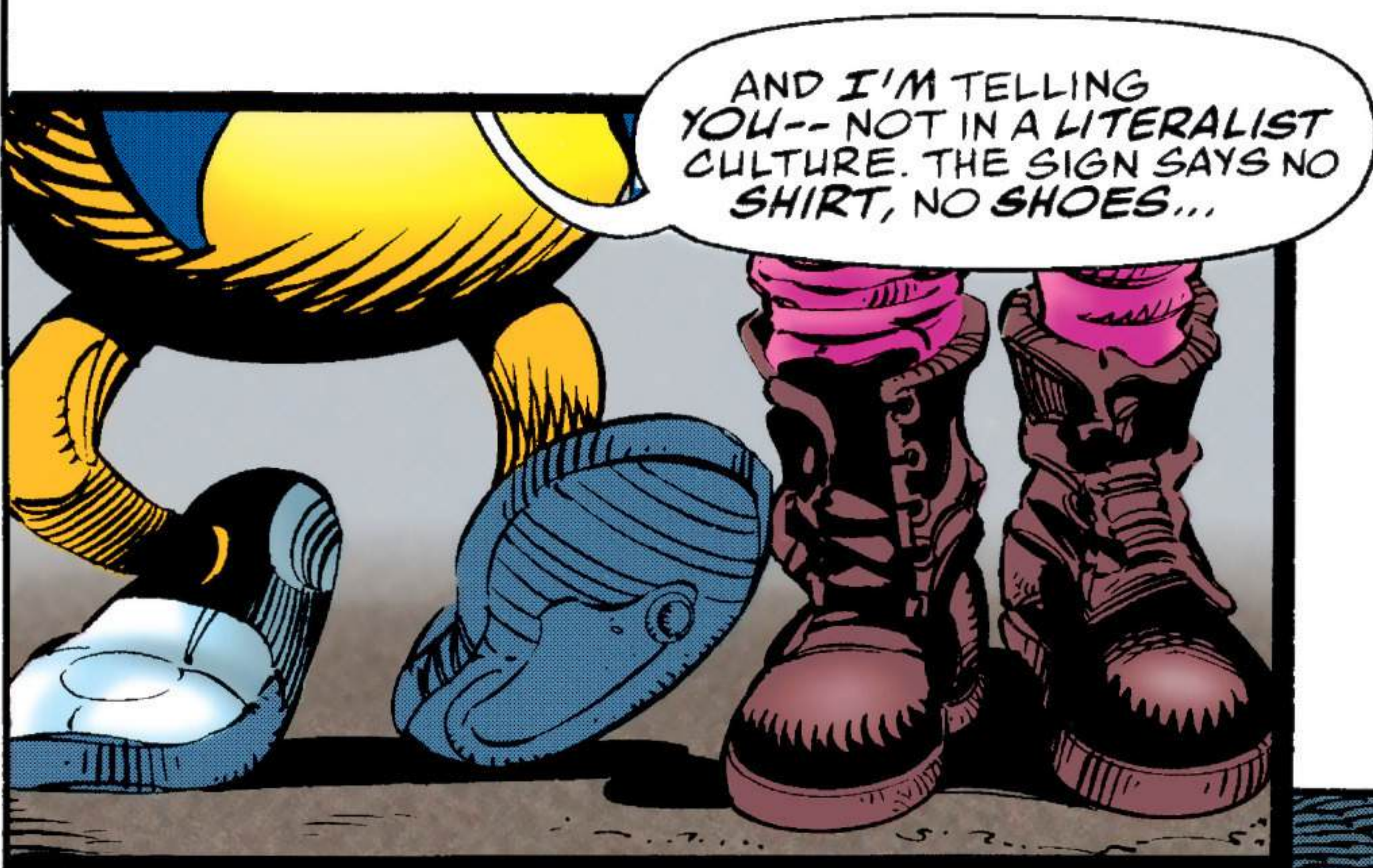
THE ELF... THE ONE
WHO SHOT ME... STOLE
SOMETHING... DANGER-
OUS... VERY DANGER...
OHHNNNNN~



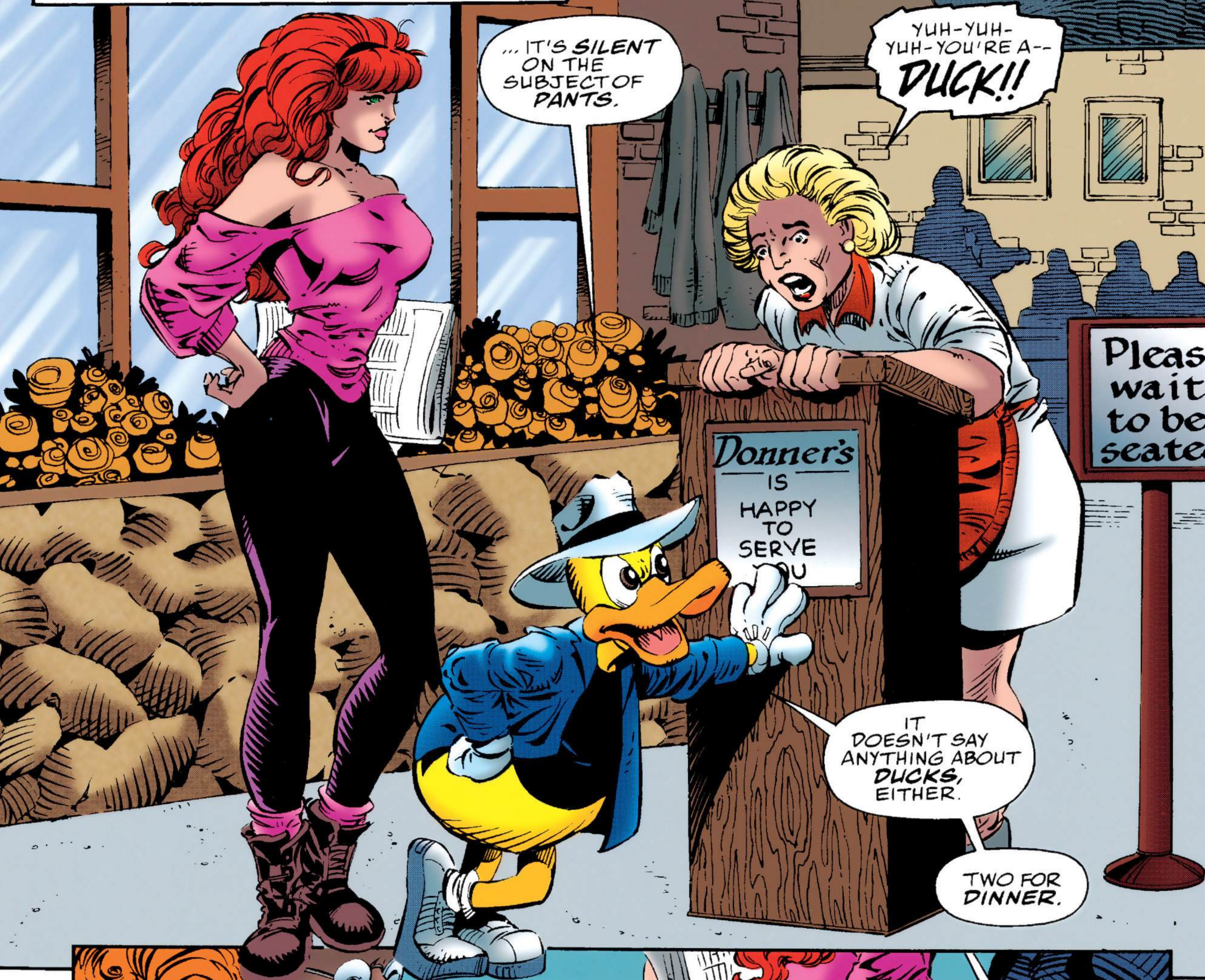


CLEVELAND.

I'M TELLING YOU, THIS IS GOING TO BE TROUBLE.



AND I'M TELLING YOU-- NOT IN A LITERALIST CULTURE. THE SIGN SAYS NO SHIRT, NO SHOES...



... IT'S SILENT ON THE SUBJECT OF PANTS.

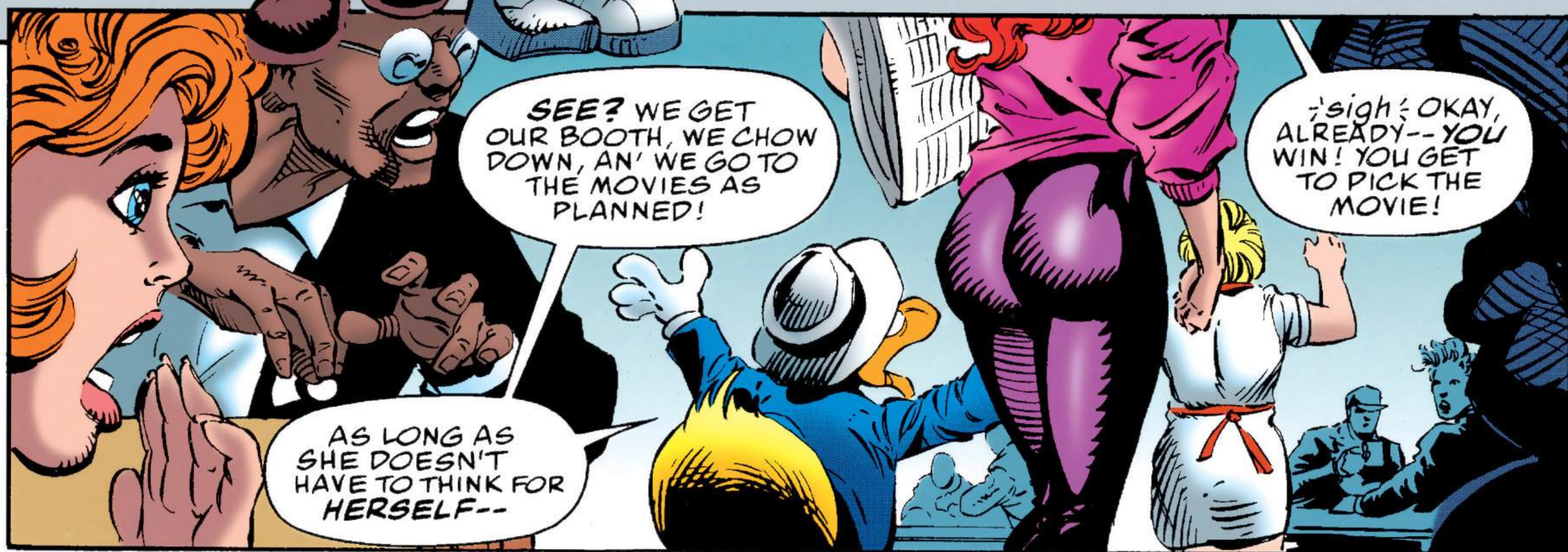
YUH-YUH-YUH-YOU'RE A--
DUCK!!

Donner's
IS
HAPPY
TO
SERVE
YOU

Please
wait
to be
seated

IT
DOESN'T SAY
ANYTHING ABOUT
DUCKS,
EITHER.

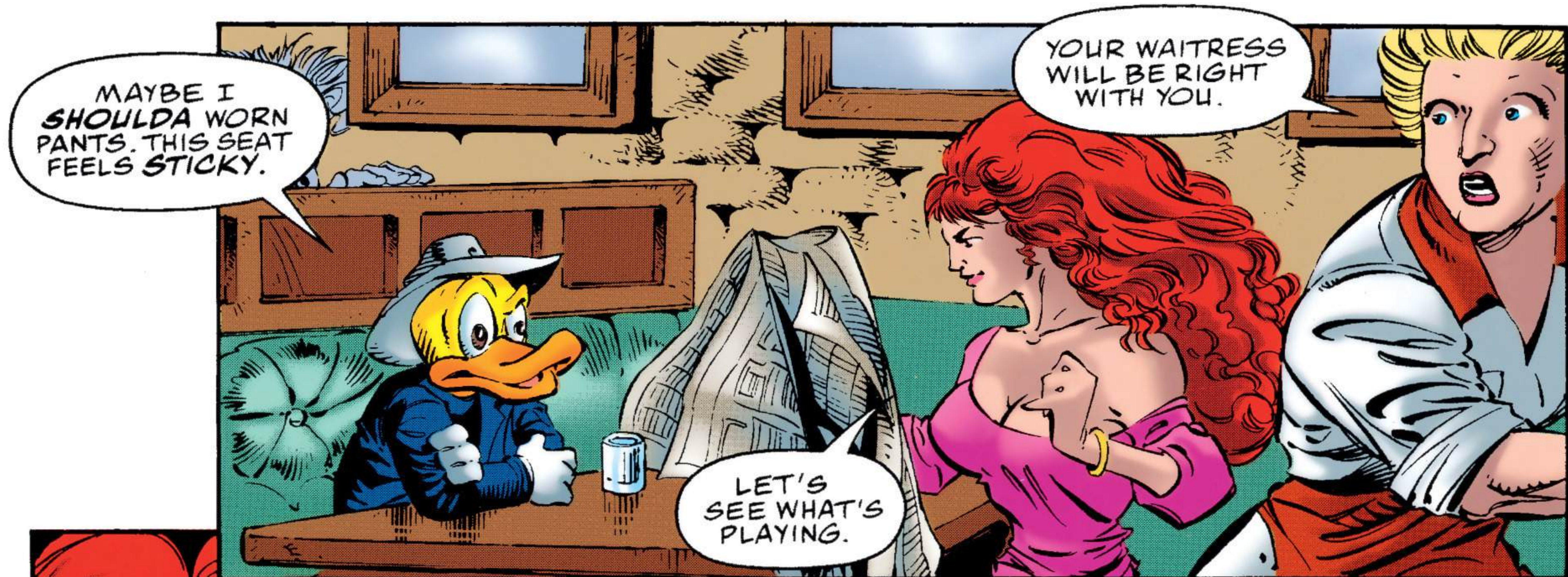
TWO FOR
DINNER.



SEE? WE GET OUR BOOTH, WE CHOW DOWN, AN' WE GO TO THE MOVIES AS PLANNED!

AS LONG AS SHE DOESN'T HAVE TO THINK FOR HERSELF--

Sigh: OKAY, ALREADY-- YOU WIN! YOU GET TO PICK THE MOVIE!



MAYBE I SHOULD'VE WORN PANTS. THIS SEAT FEELS STICKY.

YOUR WAITRESS WILL BE RIGHT WITH YOU.

LET'S SEE WHAT'S PLAYING.



OKAY, WELL, WE'VE GOT A LOT OF CHOICES HERE.

THREE ACTION-COMEDIES.

TWO SCI-FI ACTION-COMEDIES.

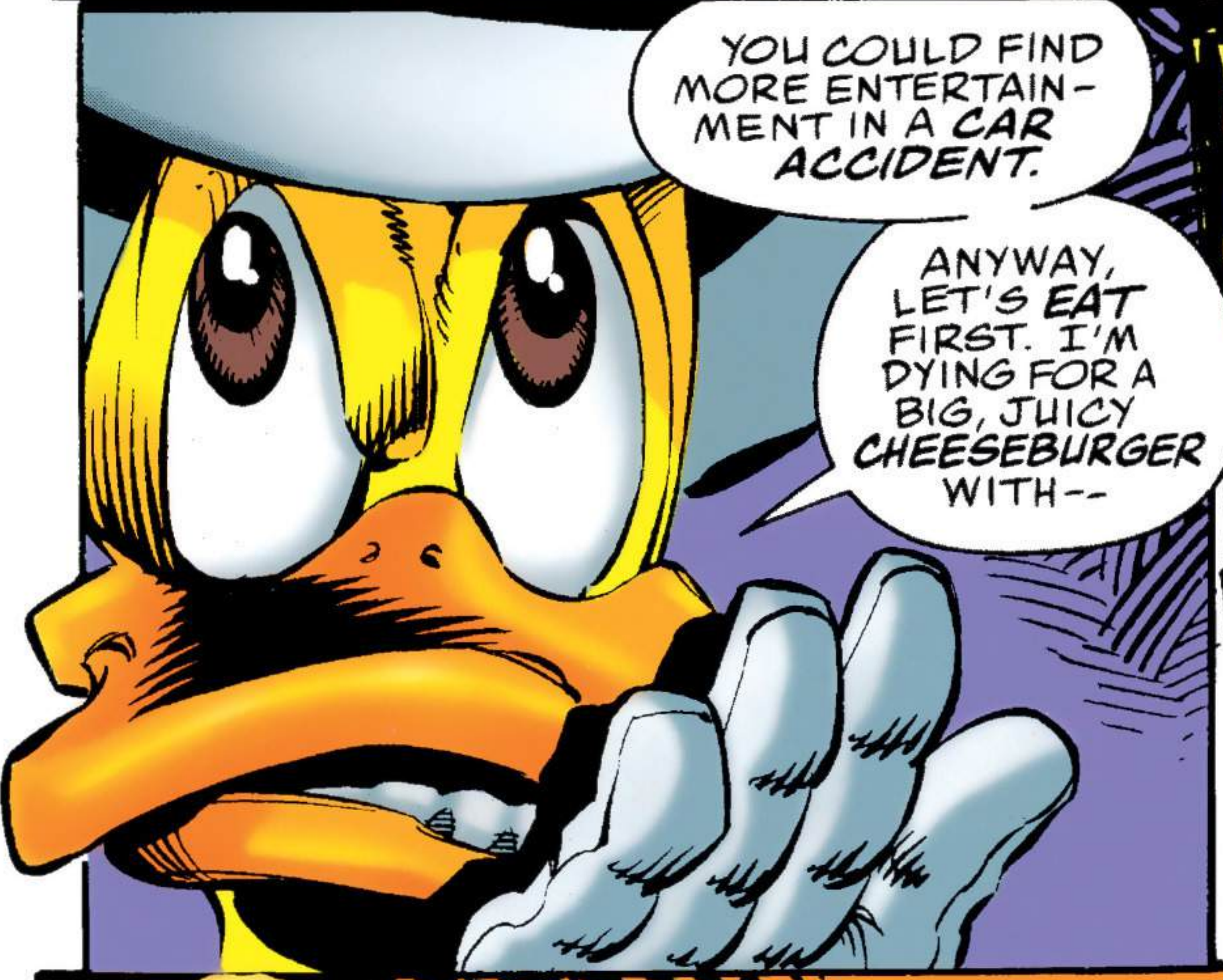
A SCI-FI ACTION-COMEDY LOOSELY BASED ON A JANE AUSTEN NOVEL.

THREE BUDDY-COP DRAMAS, STARRING COMEDIANS.

TWO TRIUMPH-OF-THE-HUMAN-SPIRIT PICTURES.

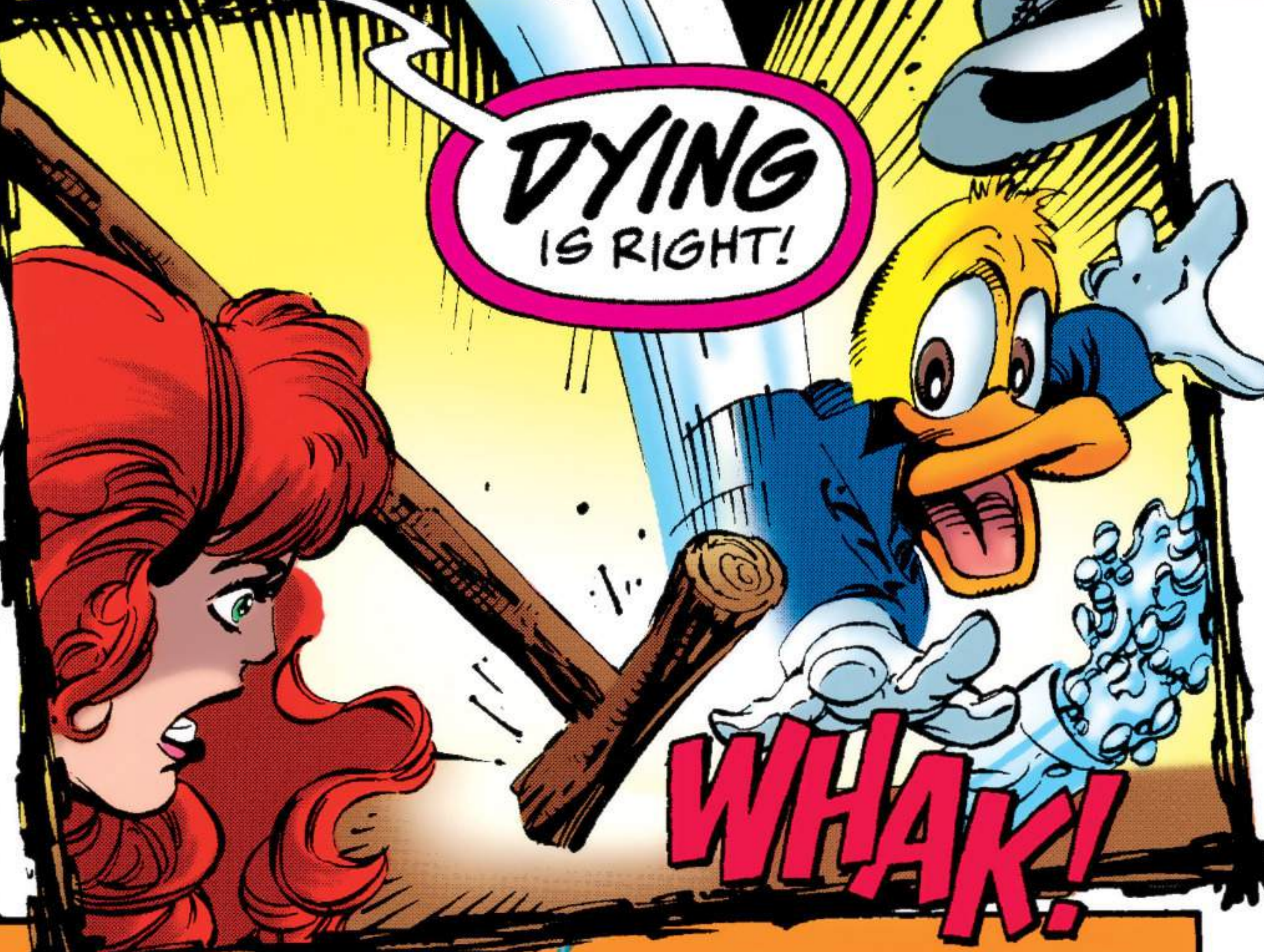
ONE BAD-WEATHER MOVIE.

AND PAULY SHORE IN A REMAKE OF "TAXI DRIVER."



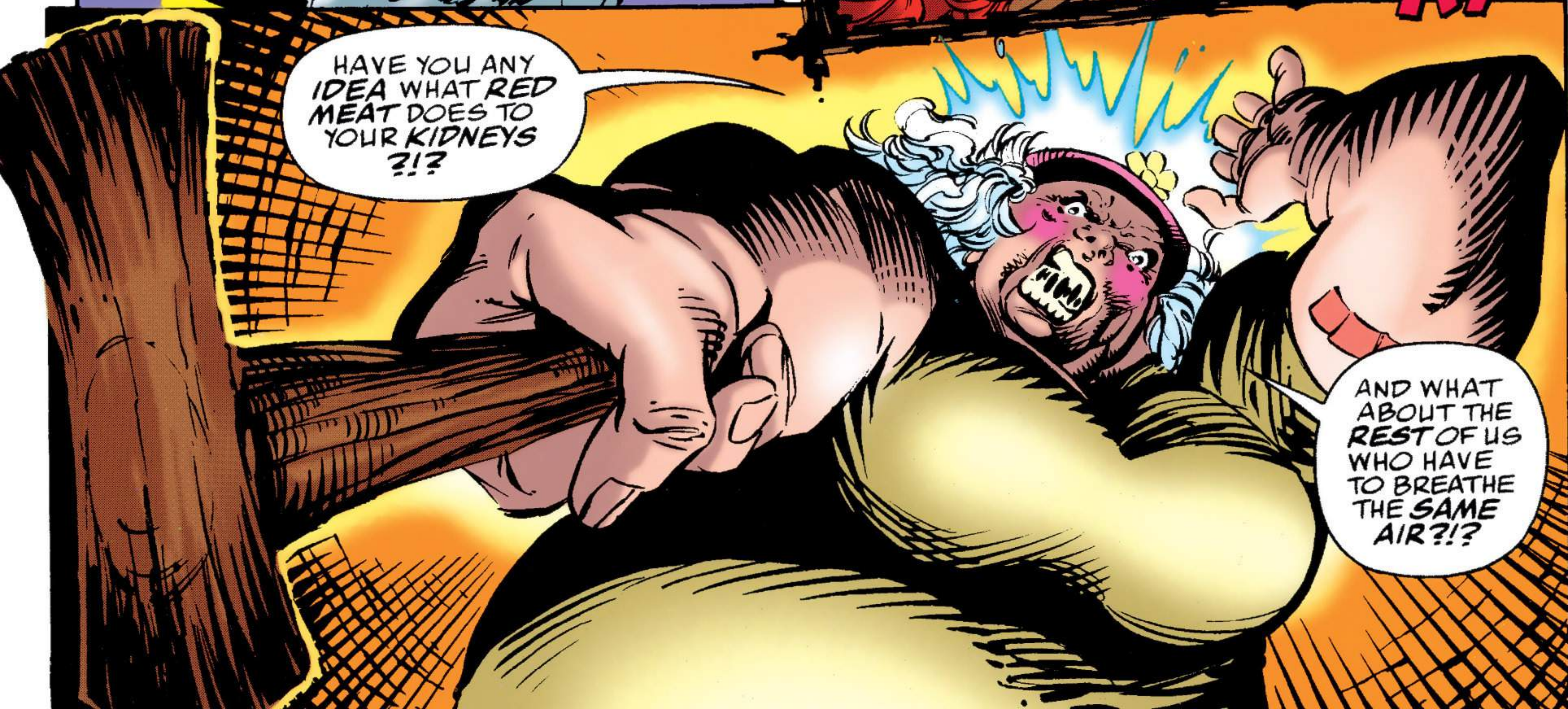
YOU COULD FIND MORE ENTERTAINMENT IN A CAR ACCIDENT.

ANYWAY, LET'S EAT FIRST. I'M DYING FOR A BIG, JUICY CHEESEBURGER WITH--



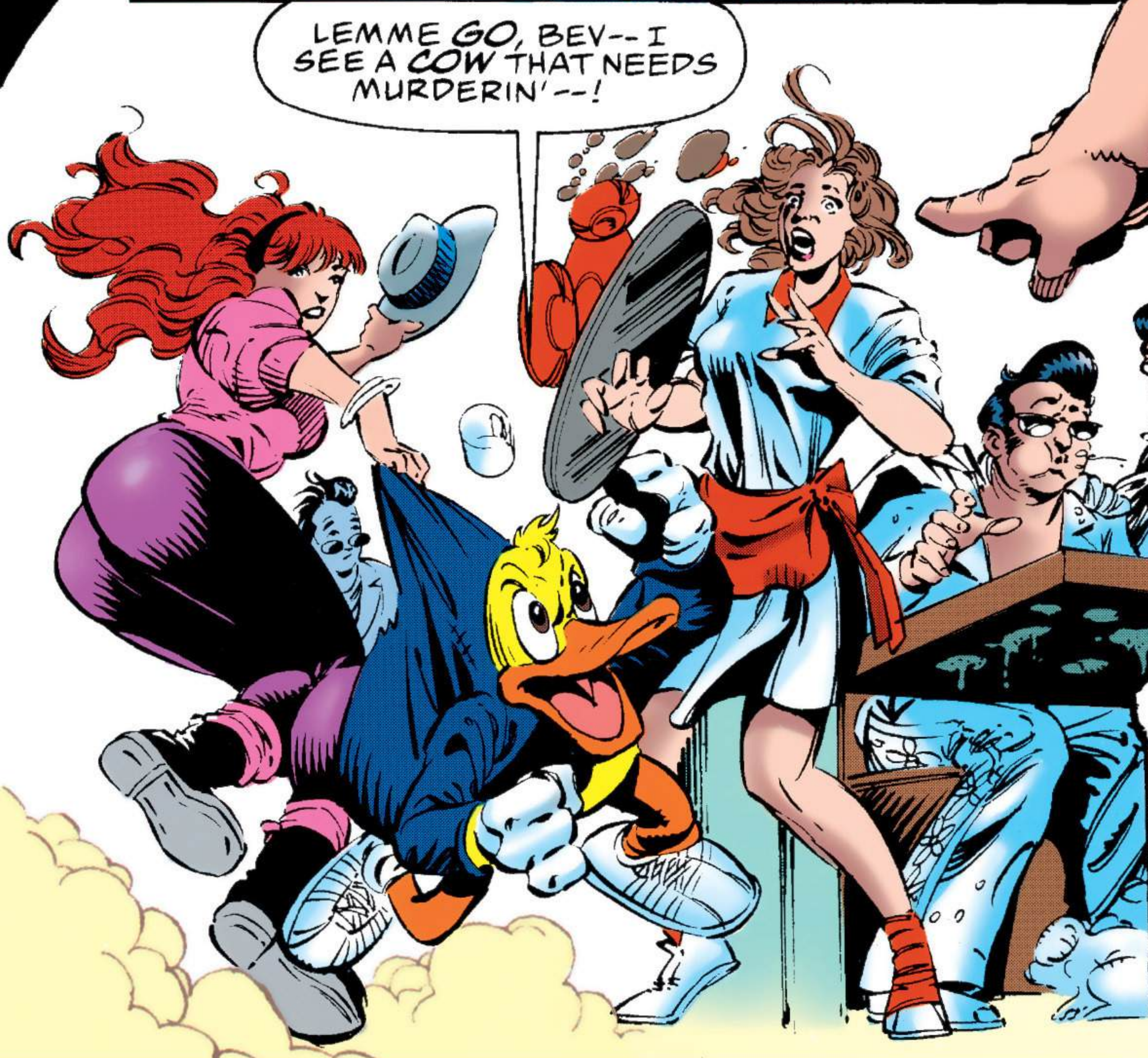
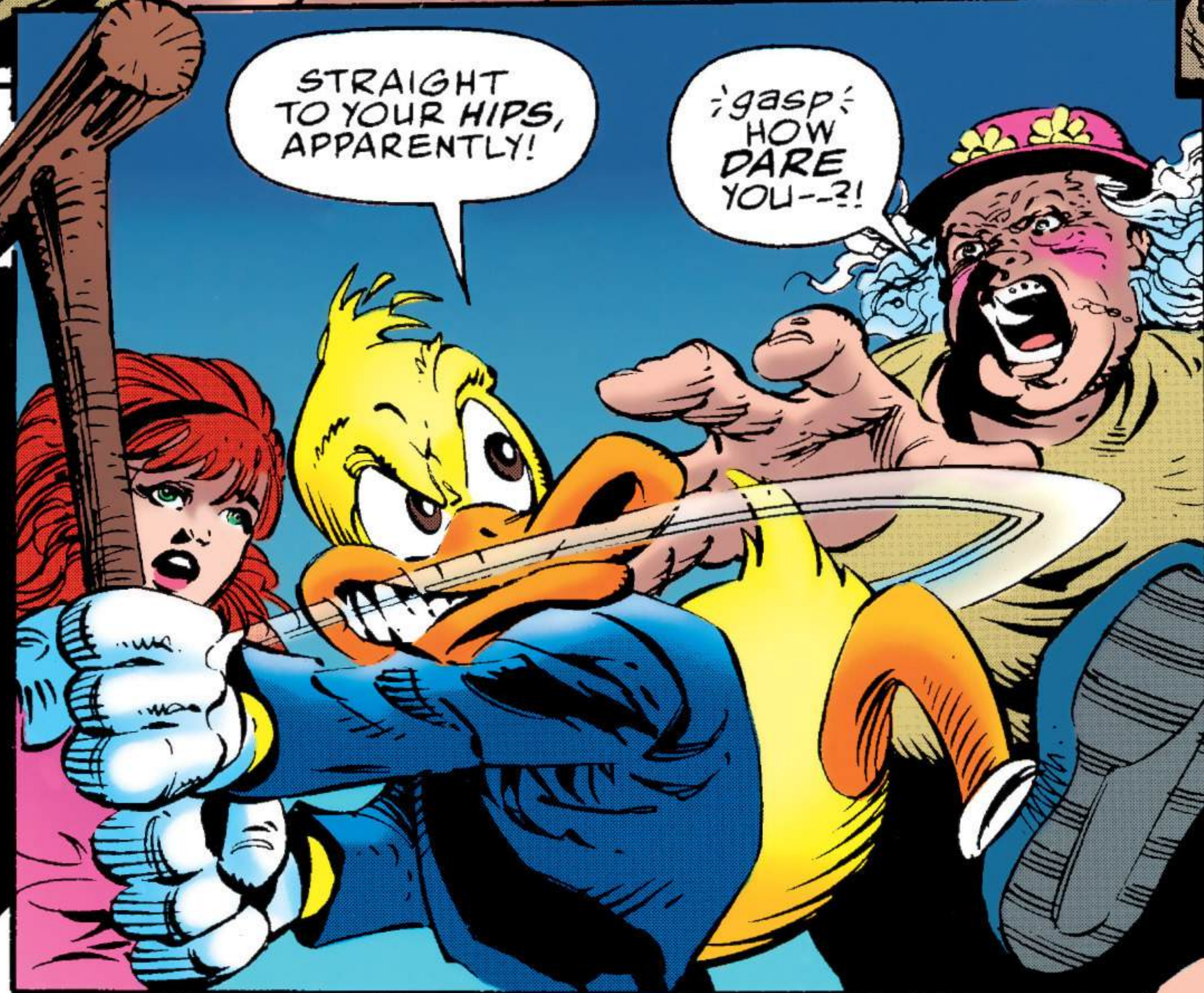
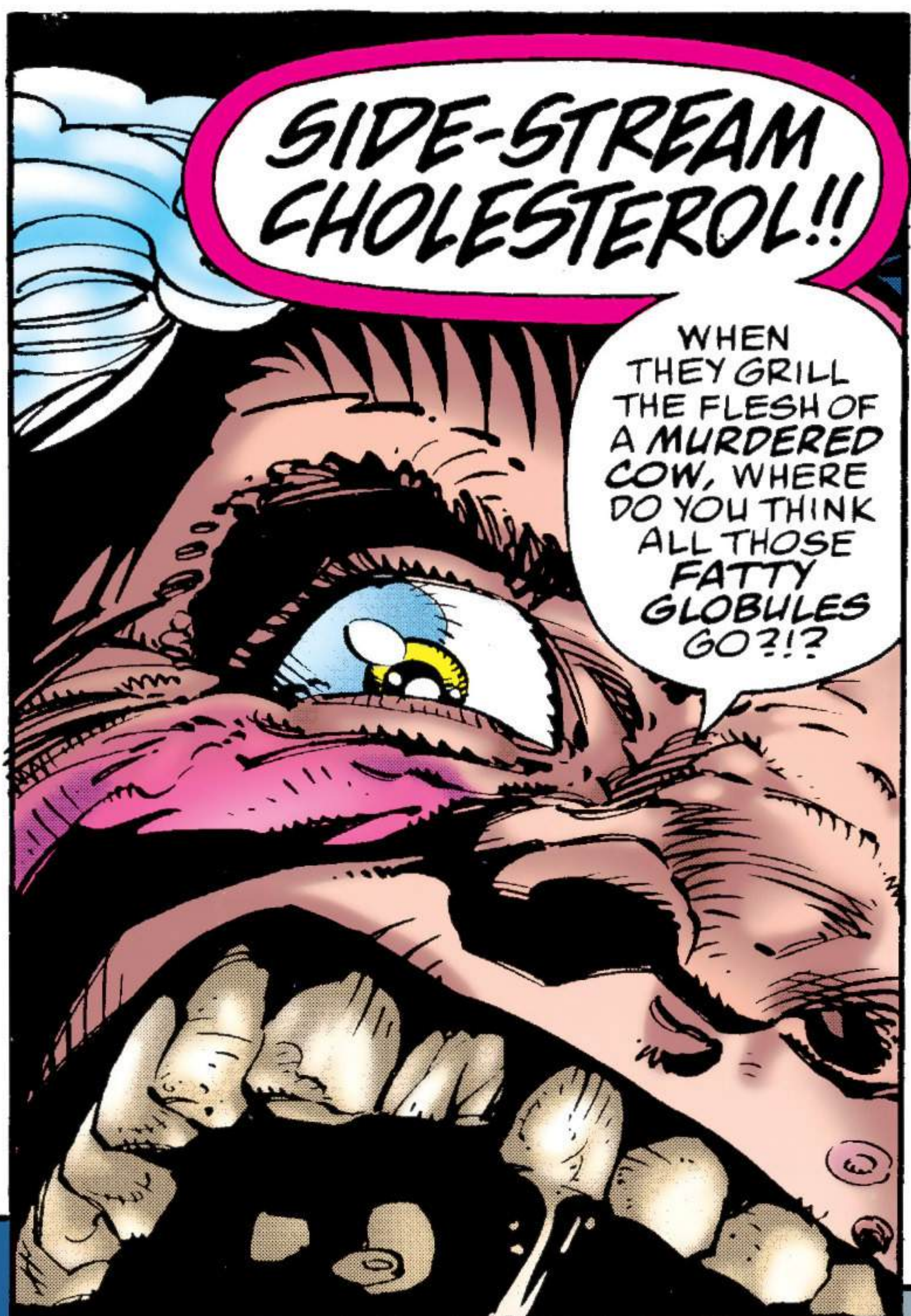
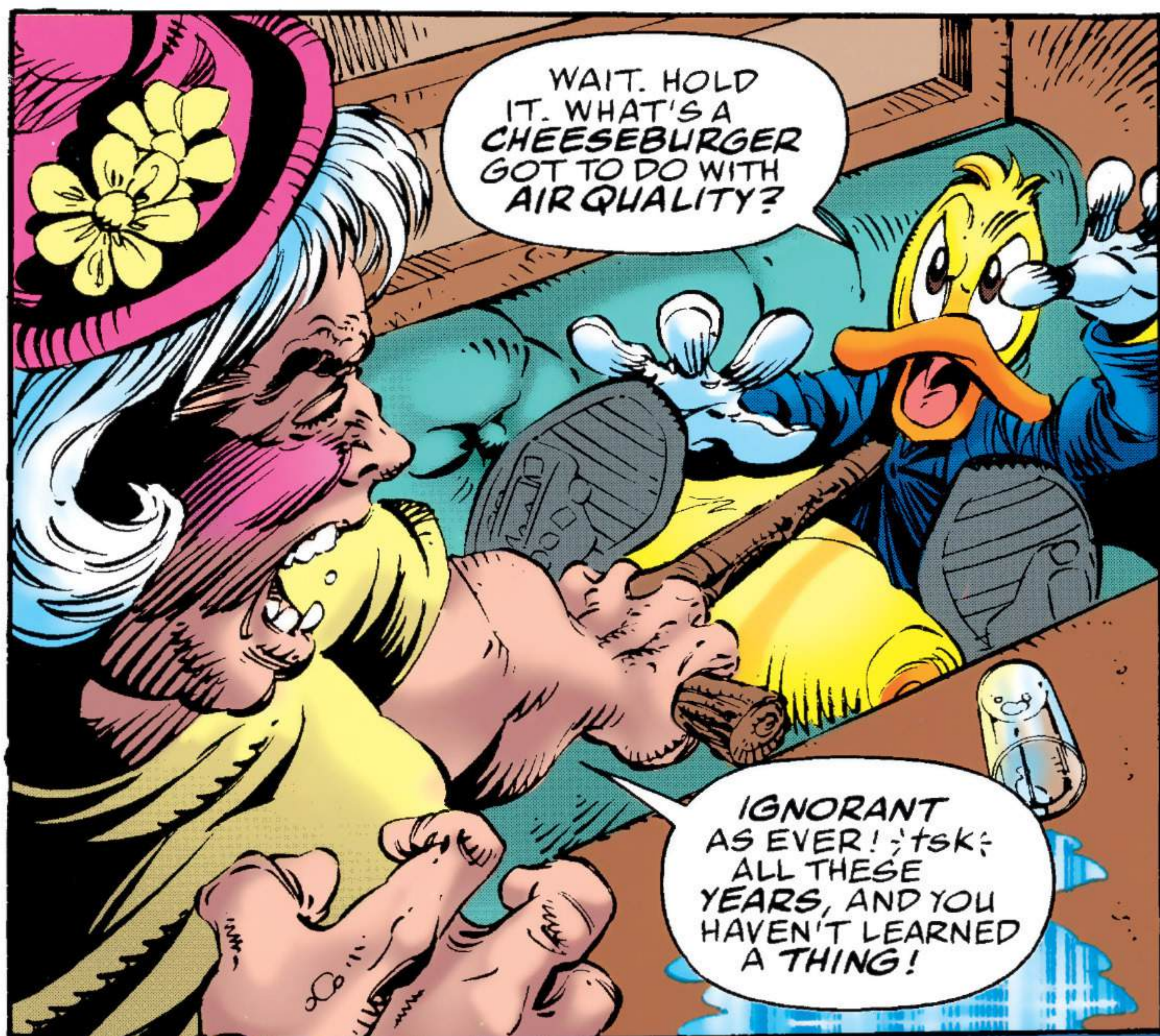
DYING IS RIGHT!

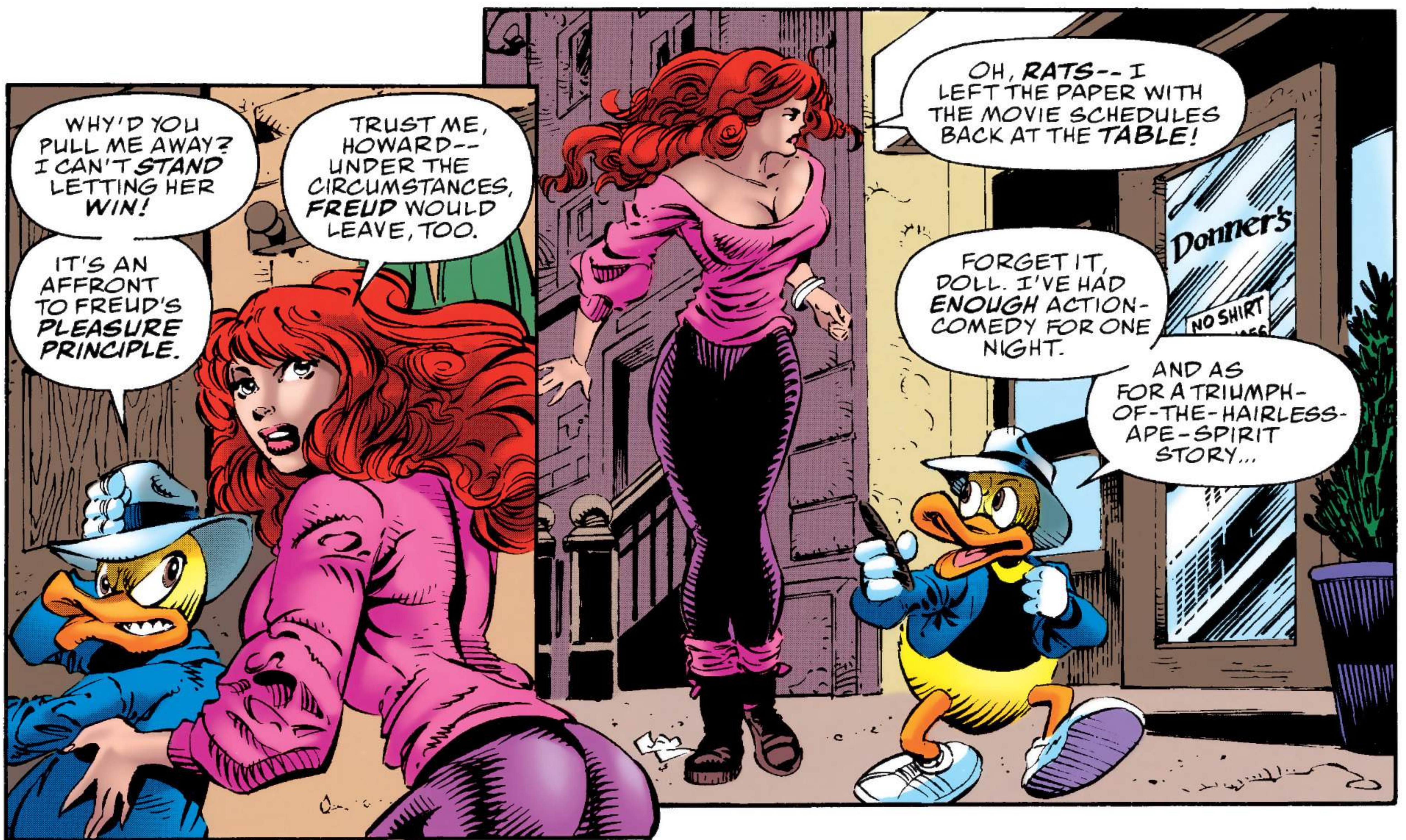
WHAK!



HAVE YOU ANY IDEA WHAT RED MEAT DOES TO YOUR KIDNEYS?!?

AND WHAT ABOUT THE REST OF US WHO HAVE TO BREATHE THE SAME AIR?!?





SUNSPOT HILL
FAIRGROUNDS.

WHAT THE
\$ * % ARE YOU
STARING AT--?!

CIRQUE
DU
SOL
D'ENFER

I SAID
I'D GET RING-
MASTER'S
HYPNOTIC
THINGY, AND I
GOT IT!

SO WHAT'S
THE
PROBLEM?

RINGMASTER'S
DEVICE IS A DISC,
SQUIRT! YOU KNOW,
ROUND AN'
FLAT--

--LIKE
YOU'RE GONNA
BE IN A
MINUTE!

YOU SAID YOUR RACE
WAS ADVANCED FAR
BEYOND HUMANKIND.

OBVIOUSLY
NOT IN SOLID
GEOMETRY!

HOW WE
GONNA PUT'A THE
AUDIENCE TO SLEEP
WIT'A FREAKIN'A
UKULELE?!?

I OUGHTA
SMASH'A THAT
THING AND YOU
HEAD ALONG
WIT' IT!

HAD WE SOUGHT
AN INCOMPETENT
TO LEAD US, ELF,
WE COULD HAVE
CHOSEN AMONG
OURSELVES!

OUR
BARGAIN,
SIR, IS
OFF!

YOUR CALL,
GUYS. AND JUST TO
SHOW YOU THERE'S
NO HARD FEELINGS,
LEMME OFFER
YOU SOME
PEANUTS.

LEAD
ONES!!

BANG!
BANG!
BANG!
BANG!

hrrugh:

ugggh:

DON'T
WORRY,
PRINCESS
-- I'M NOT
GONNA SHOOT
YOU.

I NEED
YOU ALIVE--
TO TELL
THEM THEY
WERE
DEAD!

W-WHAT--?!

YEAH, I KNOW.
IT'S CONFUSING.
JUST WATCH--!

aaghh:

INSTANT SURGERY! FIRST, CANNONBALL...

...THEN, GREAT GAMBONNOS NUMERO UNO...

...AND NUMERO, UH, TWO-O...

...AND LASTLY, OUR HIGHLY UNAMUSING CLOWN!

HERE, SLUGS! COME TO DADA!

FIP

FUP

THIP

GLOOK

gasp WHAT DO YOU NEED WITH A BUNCH OF SECOND-RATE LOWLIFES LIKE US?!

YOU HAVE THE POWER OF LIFE AND DEATH!

YOU'RE-- A GOD!

heh. I WISH.

THERE'S THIS WHOLE RIGMAROLE-- RATIOS OF TIME TO DAMAGE POINTS TO MANA LEVEL--!

ptui!

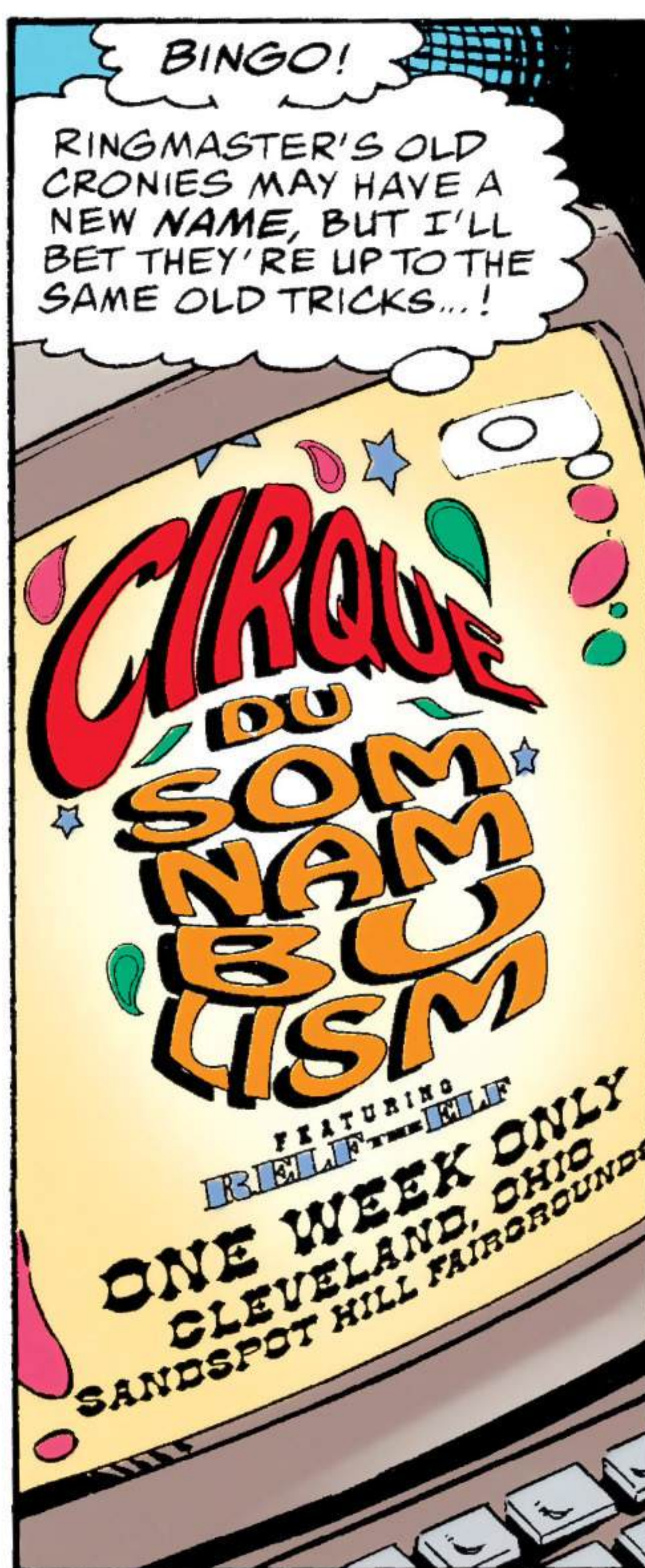
ELVEN MAGIC IS HARDER TO SCORE THAN A ROLE-PLAYING GAME--

--AND I'M LOUSY AT MATH.

SO, YOU SEE--WE CAN USE EACH OTHER!

JUST HELP ME FIND THE TRUCK DRIVER THAT FLATTENED MY UNCLE MELF --AND I'LL MAKE YOU OBSCENELY RICH.

FAIR ENOUGH?



E.S.U.
MEDICAL
CENTER.

IT'S
THE TRUTH
--I SWEAR!

THE CHICAGO POLICE
SENT THAT SITAR TO THE
FBI -- AND THE FBI SENT IT
TO ME TO EXAMINE!

THEN WHERE'S
YOUR DISC,
RINGO? WE
RANSACKED
YOUR APART-
MENT, AND IT'S
NOT THERE!

THE FBI--THEY
MUST HAVE COME
LOOKING FOR THEIR
EVIDENCE-- AFTER
YOU SHOT ME--

--AND TAKEN
THE DISC BY
MISTAKE! FOR
ALL I KNOW,
THEY SHIPPED IT
TO CHICAGO!

hmp. WOULD
HE LIE, AND RISK
GETTING SHOT
AGAIN?

MAYBE. WITH
A DOCTOR THIS
CLOSE, HE--

NAH.
NO WAY.

OH, WELL. NICE
SEEING YOU AGAIN,
TIBBY. FEEL
BETTER!

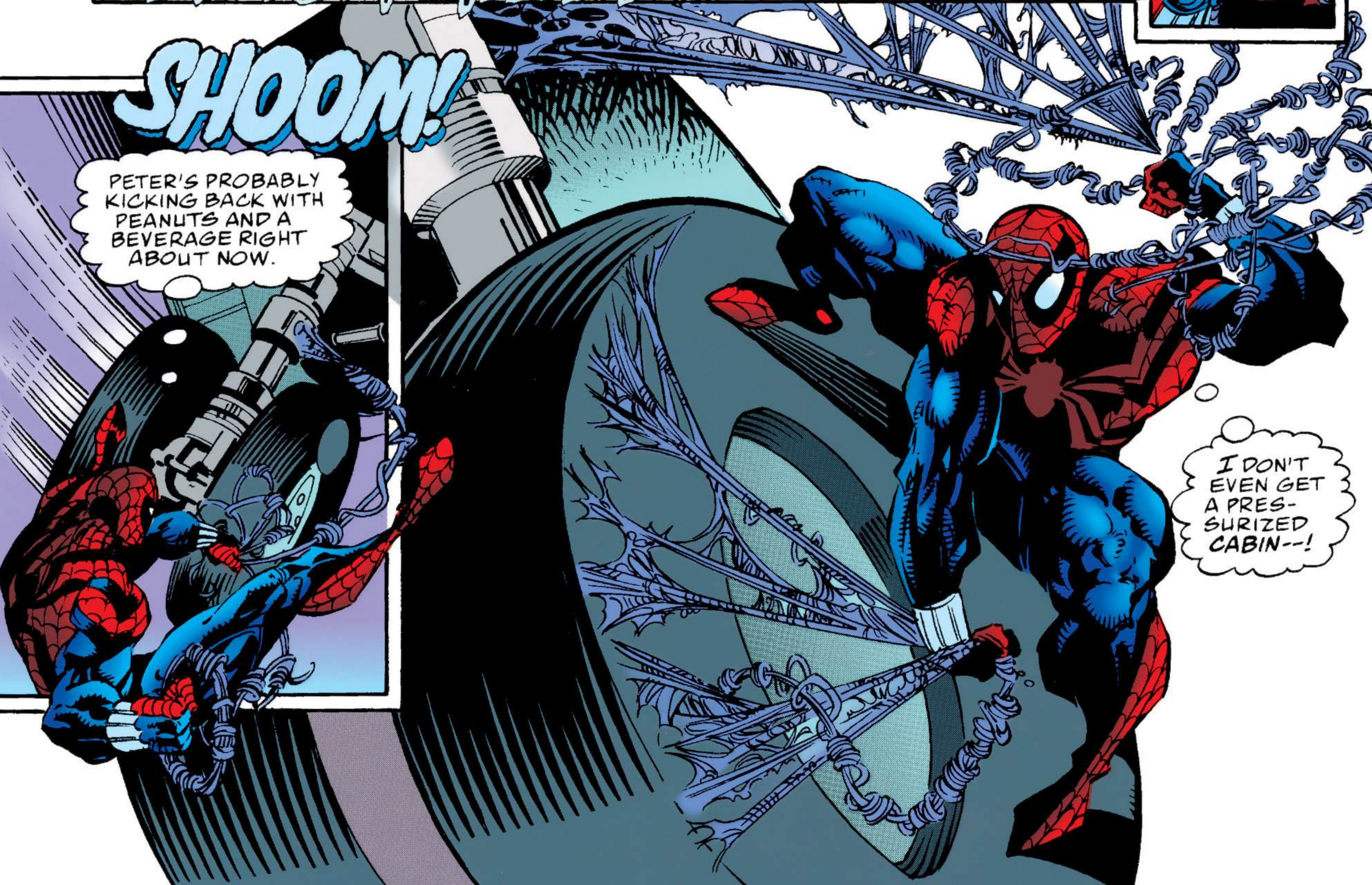
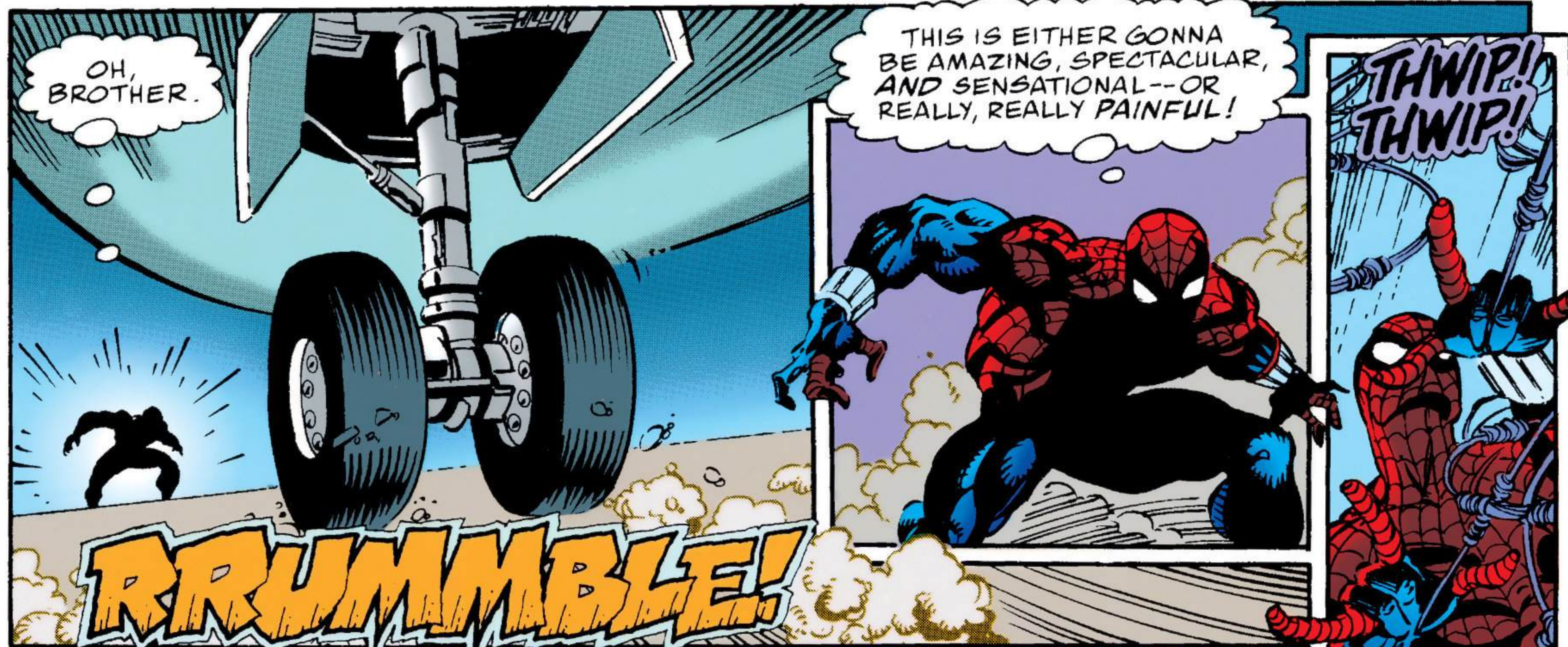
PLEASE!
JUST!--
GO!--

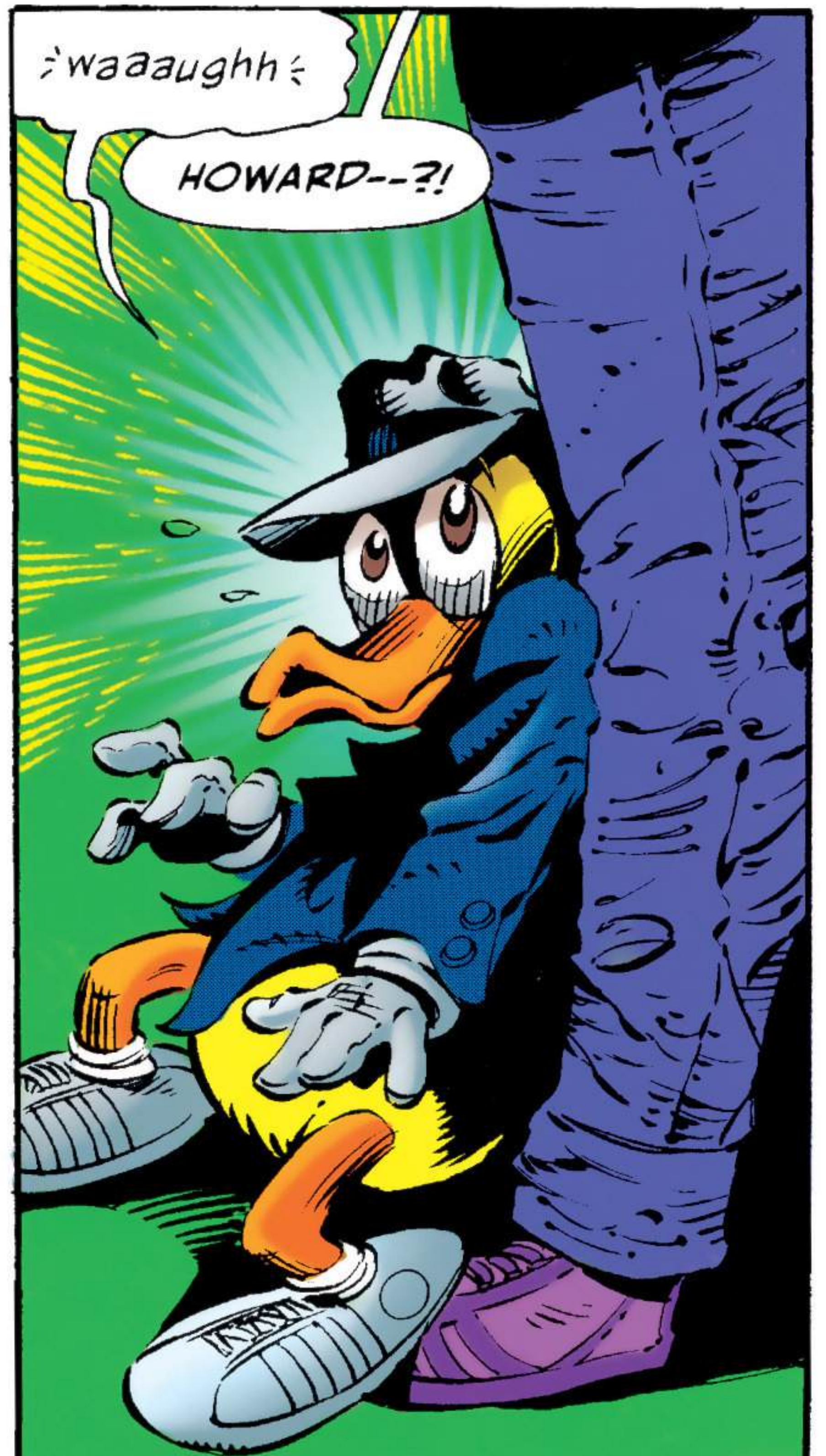
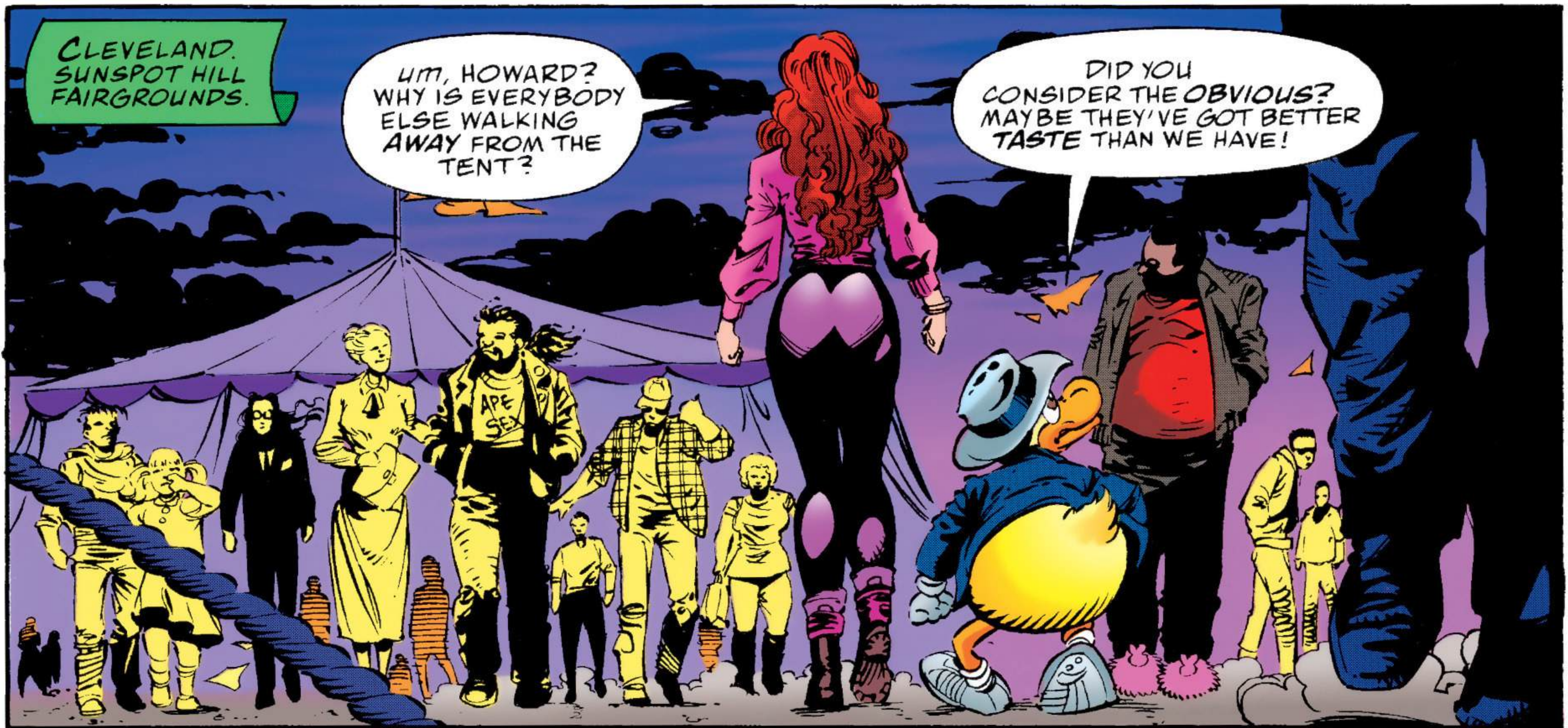
AWAY!

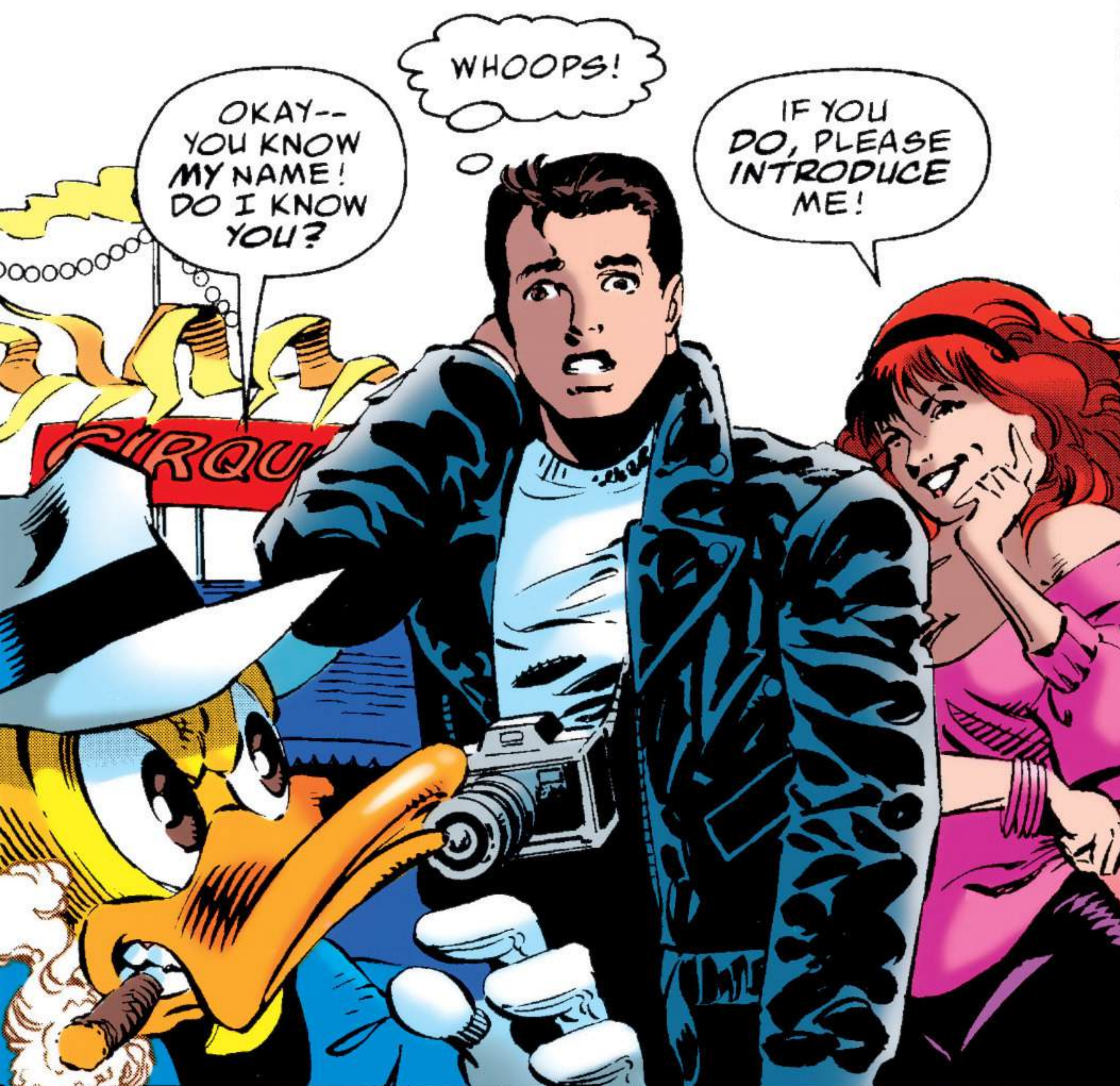
JFK AIRPORT. RUNWAY FIVE.

THIS WAS THE
LAST FLIGHT OUT TO
CLEVELAND. DIDN'T
SEE BEN GET ON
BOARD...!

GUESS HE
COULDN'T MAKE IT
AFTER-- HUH?!







OKAY--
YOU KNOW
MY NAME!
DO I KNOW
YOU?

WHOOOPS!

IF YOU
DO, PLEASE
INTRODUCE
ME!



WELL, I SEE
IT-- BY MY VERY
OWN ALKALINE-
POWERED SPIDEY-
SIGNAL--

-- BUT
I DON'T
BELIEVE
IT!

SPIDER-
MAN!



YOU'RE--
A TALKING
DUCK!

YOU BEEN
SNIFFING YOUR
WEB-JUICE OR
SOMETHING?

WE DANCED
THIS FANDANGO
YEARS AGO,
BUG-BOY!

WE WHA--?

OH HH.



INTERREGNUM
ERROR?

shhhh!

tsk; YOU
BOYS AND
YOUR LITTLE
SECRETS!
WHAT I
WANT TO KNOW
IS--



-- WHY WOULD A CIRCUS TROUPE
LEAVE FOR A NIGHT ON THE TOWN--
STILL DRESSED IN SPANGLES AND
TIGHTS?

YOUR
GIRLFRIEND
ASKS ALL THE
RIGHT
QUESTIONS,
MR. TALKING
DUCK!

CORNER OF FLOSS
AND REGRET. NINE PM.

MY SPIDER-SENSE
IS TINGLING! SOME-
THING WEIRD IS GOING
ON HERE...!

MY FIN
ITCHES!
NEVER
A GOOD
SIGN...!

I'M HERE
TO SEE A MAN
ABOUT A
SITAR.

WELL,
YOU'LL HAVE
TO SETTLE FOR
AN ELF.

HAND
OVER THE
DISC.

SORRY,
SQUIRT--I'M
TAKING THAT
DISC BACK TO
ITS OWNER.

RATS! I
KNEW THIS
WAS GOING
TOO
SMOOTHLY!

COME ON,
HOWARD--
MAYBE WE CAN
HELP!

YEAH, OR
MAYBE WE COULD
GET OURSELVES
KILLED.

LEAVE THE
HEROICS TO
THE HEROES,
BEV.

BEV...?

THE ONLY THING
YOU'RE TAKING, WEB-
HEAD, IS A BULLET OR
A POWDER--WHICH'LL
IT BE?

NEITHER!

YOU
GOT
IT!

Ungghh! ABOUT
THAT POWDER--
CAN WE--
RENEGOTIATE--?

I'VE GOT
A BETTER
IDEA.

I'LL ACT
RESPONSIBLY
AND SAVE YOUR
LIFE--

--IF
YOU'LL
STAGGER OFF
IN A STUPOR
TILL I GET
THAT SITAR.
FAIR?

VHHISSH!

OH. RIGHT.
'VFFWIPT'

AND JUST
WHO THE
'VFFWIPT'
ARE YOU?

KINDLY
OFFICER
'VFFWIPT'
IGUANADON
?!

THWIPP!

blearrghh!

BETTER
THAT-- THAN THE
AMAZING INGRATITUDE-
MAN!



BANG! BANG! BANG!

I LOVE A GOOD DUCK HUNT!

I SHOULD CONJURE A SPRINGER SPANIEL TO FETCH ME YOUR CORPSE!



DREAM ON, ELF!

WHERE DO YOU WANNA BE BURIED --THE NORTH POLE? OR UNDER THE TREE WHERE YOU BAKED YOUR FIRST COOKIE?



YOU KNOW, ELVES ARE SUPPOSED TO BE CUTE AND FRIENDLY!

SOMEBODY OUGHT TO TEACH YOU A LESSON!

eh--?



YOU WANT CUTE? YOU WANT FRIENDLY? GO CHAT UP A PIXIE!

AND TAKE YOUR MITTS OFF MY HAT!!

CRACK!

ohhh...



YOU LITTLE WORM! I'LL MURDERIZE YOU FOR THAT--!

NO WAY, BUD! I'M WRITING THE END TO THIS FAIRY TALE!



~waaughh~

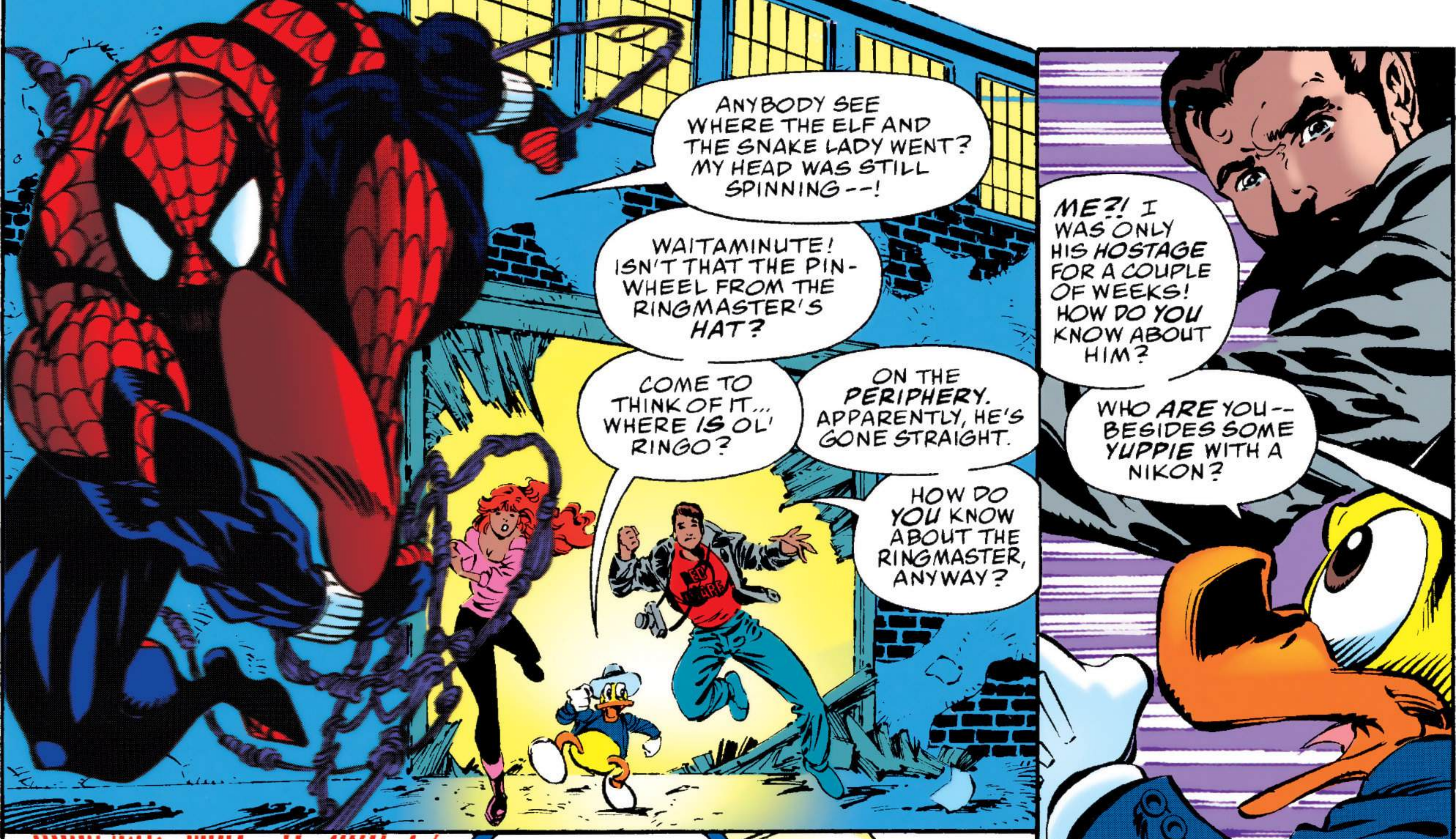
YOU-- YOU'RE A-- DUCK!!

~kwaagh~



TRUCE, OKAY? ALL I WANT IS THIS DISC-- REALLY!

I SHOULD RUN YOU IN FOR ASSAULTING A PEACE OFFICER. BUT I'LL LET IT SLIDE. THIS TIME.



ANYBODY SEE WHERE THE ELF AND THE SNAKE LADY WENT? MY HEAD WAS STILL SPINNING--!

WAITAMINUTE! ISN'T THAT THE PIN-WHEEL FROM THE RINGMASTER'S HAT?

COME TO THINK OF IT... WHERE IS OL' RINGO?

ON THE PERIPHERY. APPARENTLY, HE'S GONE STRAIGHT.

HOW DO YOU KNOW ABOUT THE RINGMASTER, ANYWAY?

ME?! I WAS ONLY HIS HOSTAGE FOR A COUPLE OF WEEKS! HOW DO YOU KNOW ABOUT HIM?

WHO ARE YOU-- BESIDES SOME YUPPIE WITH A NIKON?

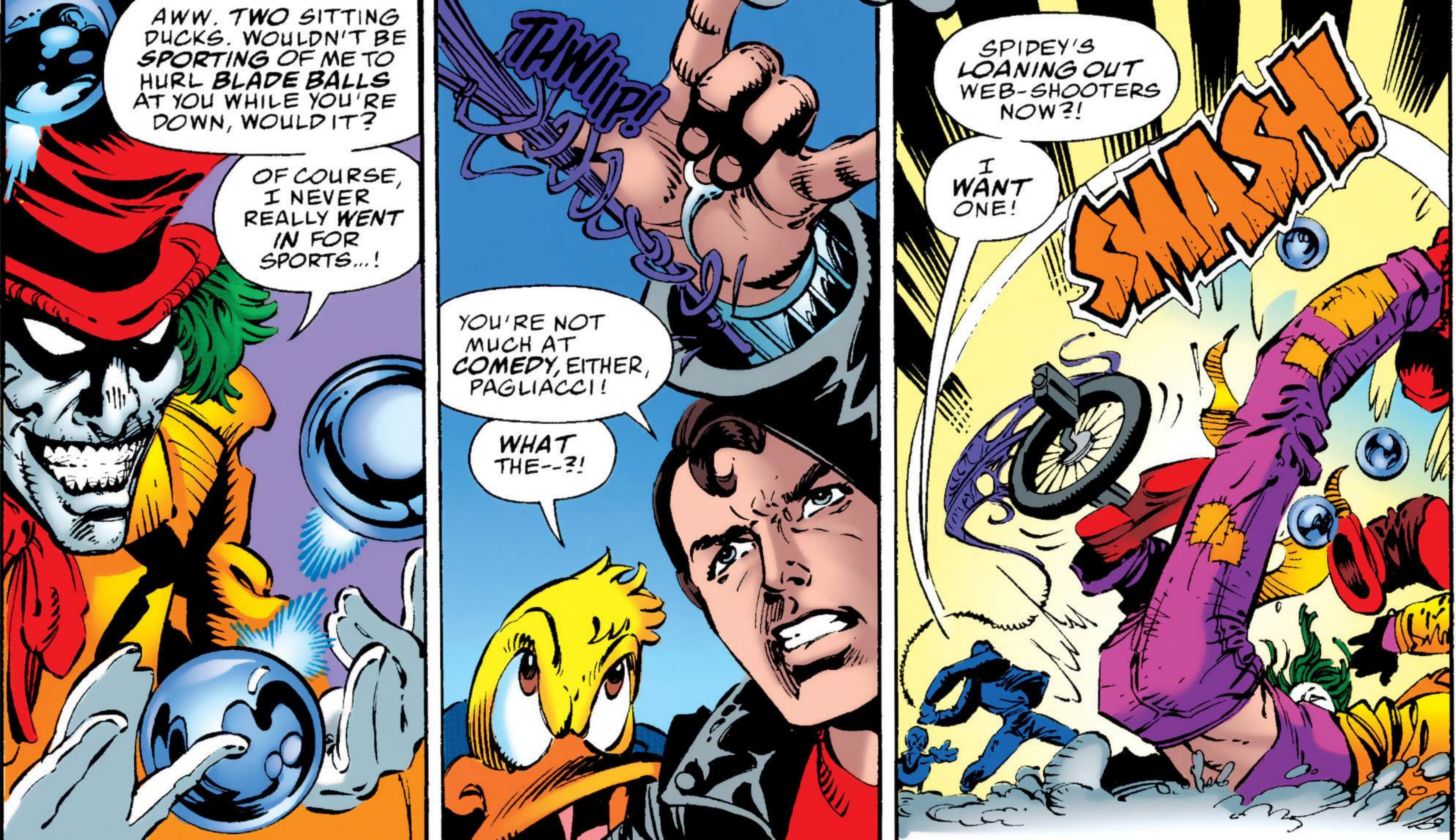


WHOA! DUCK-- DUCK!!

hee, hee, hee, hee!

SWOOSH WHOOSH

quack



AWW. TWO SITTING DUCKS. WOULDN'T BE SPORTING OF ME TO HURL BLADE BALLS AT YOU WHILE YOU'RE DOWN, WOULD IT?

OF COURSE, I NEVER REALLY WENT IN FOR SPORTS...!

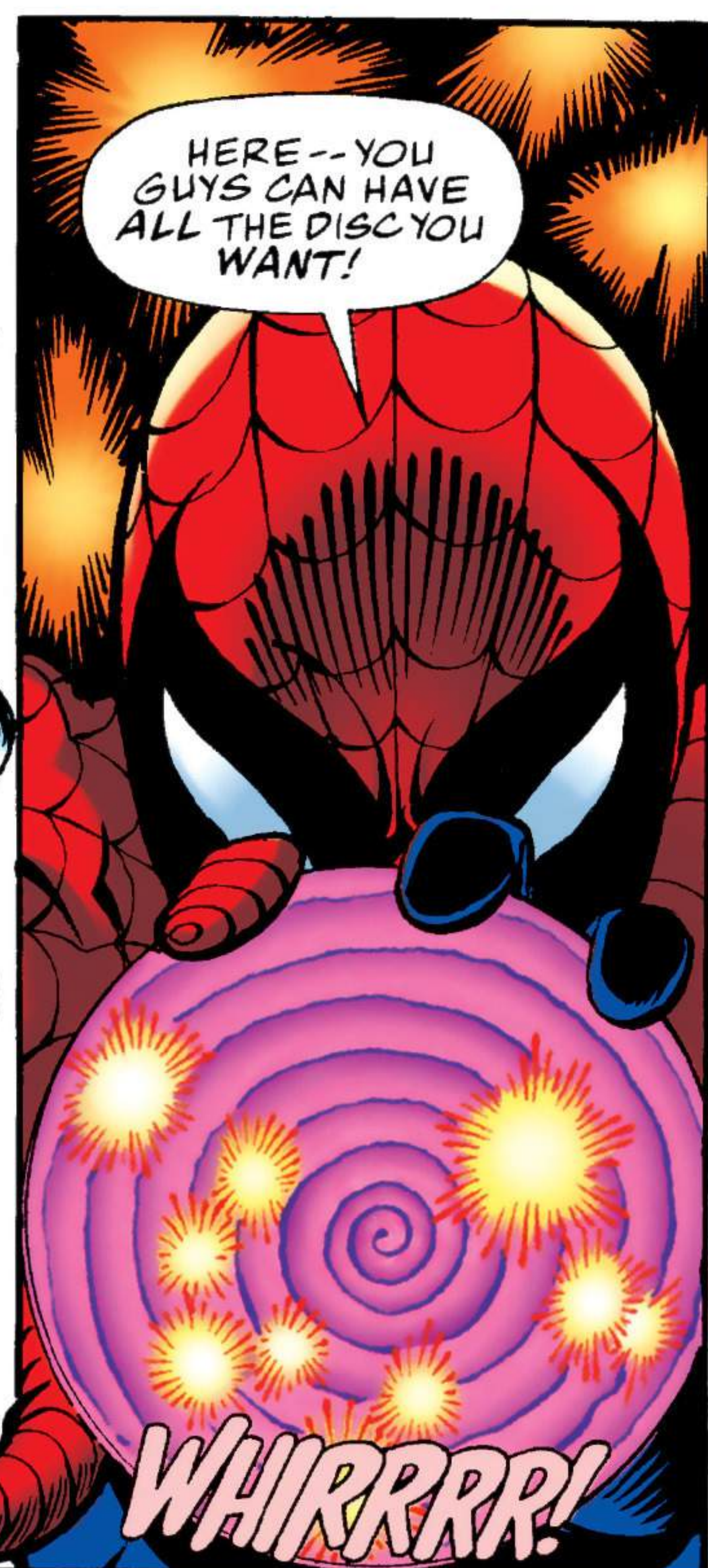
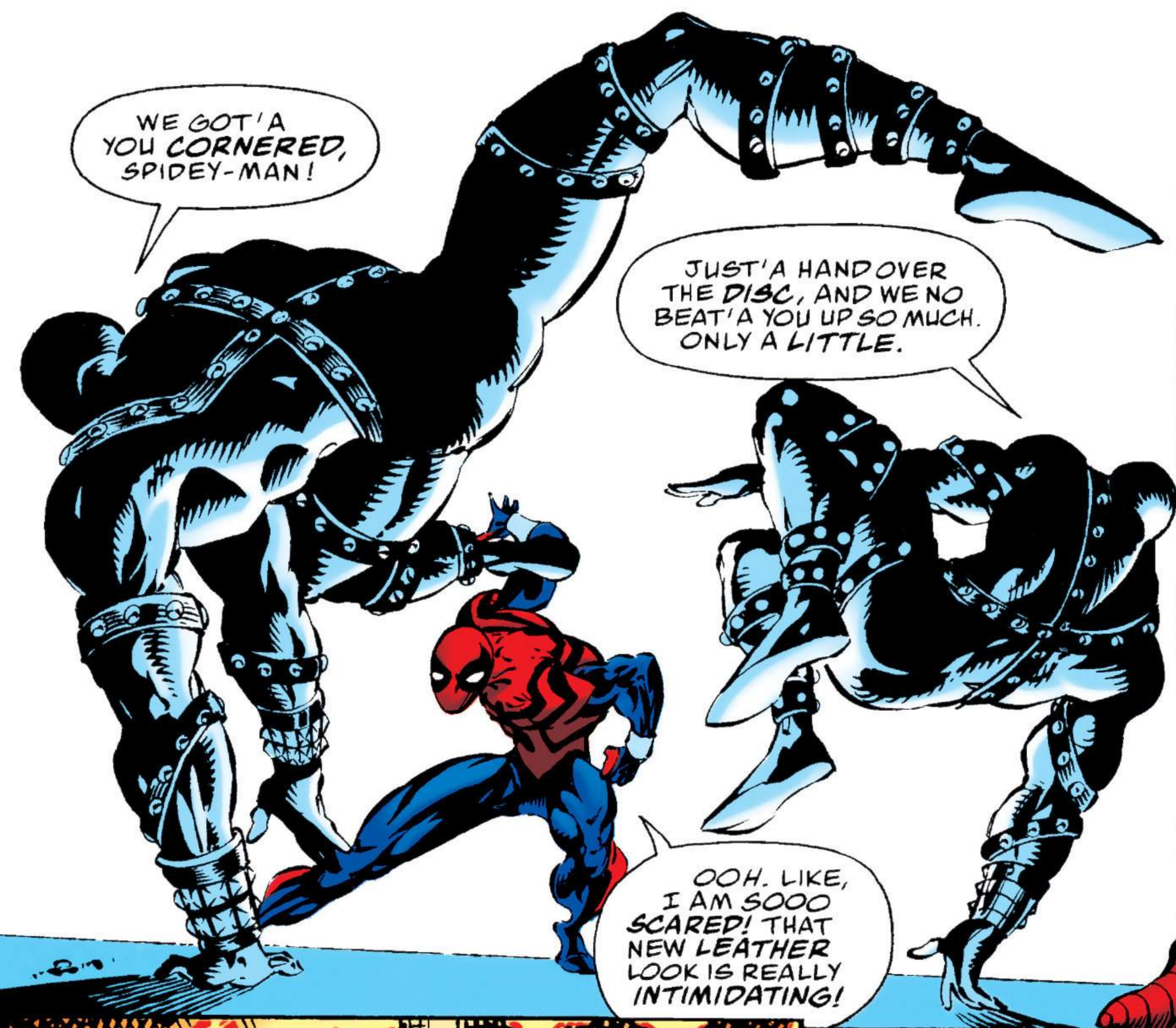
YOU'RE NOT MUCH AT COMEDY, EITHER, PAGLIACCI!

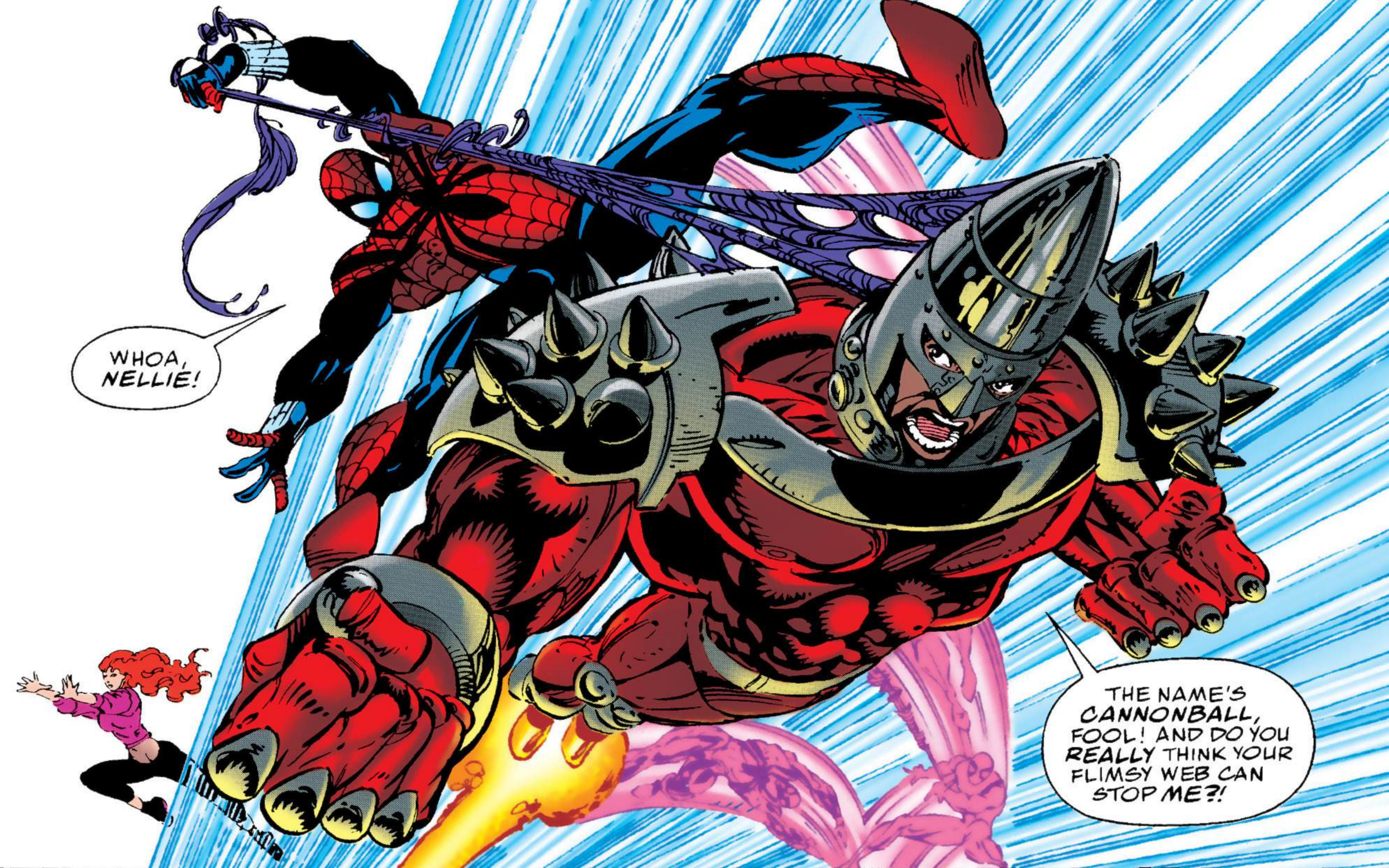
WHAT THE--?!

SPIDEY'S LOANING OUT WEB-SHOOTERS NOW?!

I WANT ONE!

SMASH!





WHOA,
NELLIE!

THE NAME'S
CANNONBALL,
FOOL! AND DO YOU
REALLY THINK YOUR
FLIMSY WEB CAN
STOP ME?!



NO, BUT A LAWYER MIGHT.
ISN'T THERE A "CANNON-
BALL" IN THE X-MEN?

BIG JOKE. A
PERFORMER'S NAME
IS HIS LIVELIHOOD!
I HAD THIS ONE
FIRST!

MUST'VE
TOUCHED A
NERVE.

BLASTED
MUTIES--
ACT LIKE
THEY OWN
THE
WORLD...!



SPEAKING
OF BLASTS...

NOW
LOOK
WHAT YOU
MADE ME
DO!!

I
NEVER
FIRED
MYSELF
THIS
HIGH BE-
FORE!



TOWER TO
CANNONBALL--
DON'T PANIC!
I'LL TALK YOU
DOWN!

OKAY,
OKAY...!



DOWN,
BOY!

HREEK!

THIS IS MY
STOP. HAPPY
LANDINGS,
CHUMP!



CLEVELAND
AIRPORT.

... BUT I'M A HAPPILY
MARRIED MAN!

BESIDES,
DON'T YOU
AND THE DUCK
HAVE A 'THING'
GOING?

DR. KEVORKIAN
AND DEATH HAVE A
'THING' GOING, TOO.
IT'S NOT NECESSARILY
THE WORLD'S MOST
FULFILLING
RELATIONSHIP.

IN A WORLD OF HAIRLESS
APES, IT'S ALWAYS EASIER
TO BLAME THE DUCK.

HADN'T THOUGHT
OF IT THAT WAY.
TRAPPED IN A WORLD
YOU NEVER MADE,
huh?

I'M TRULY
FLATTERED,
BEVERLY...

HEY, BUD. BEFORE YOU
CONCLUDE THAT THE TEN-
SION HERE IS ALL MY FAULT,
JUST REMEMBER--

YOU'RE
FUNNY.

WHATEVER
HAPPENED TO
SPIDER-MAN?
HOW'S HE
GETTING
HOME?

OH, I'M SURE HE'LL FIND
A WAY. HE'S VERY RESOURCE-
FUL. TAKE CARE, GUYS!

YOU, TOO--
WHOEVER
YOU ARE.

Y'KNOW, WE NEVER
FOUND OUT WHO OR
WHAT THE ELF WAS,
EITHER...

...OR THAT
LITTLE SITAR...

...OR THAT
BIG GREEN
COP!

~sigh~ MAYBE SOME
MYSTERIES ARE BETTER
LEFT UNSOLVED.

WHICH...

...BRINGS US NEATLY
BACK TO THE MATTER OF
OUR RELATIONSHIP.

I MEAN,
REALLY-- DR.
KEVORKIAN?!
~quack~

End

APPROVED
BY THE
COMICS
CODE
AUTHORITY

REVELATIONS PART 1 of 4

SPECTACULAR

MARVEL[®]
COMICS



SPIDER-MAN

NOV. '96 240

SPIDER-MAN



LUKE ROSS
96

A CLOISTERED, CLAUSTROPHOBIC CHAMBER SITUATED FAR BENEATH THE MULTIVEX INDUSTRIAL COMPLEX --

-- WHERE THE CAPTIVE GENETICIST Dr. SEWARD TRAINER PLAYS HIS HAND ACROSS THE CONTROL BOARD OF HIS COBBLED-TOGETHER REVIVICATION APPARATUS --

-- INITIATING THE FINAL STAGES IN THE REJUVENATION OF THE MYSTERIOUS FIGURE KNOWN ONLY AS GAUNT!

THIS HAD BEST BE THE **LAST** OF THESE PROCEDURES, TRAINER... I **WEARY** OF THIS **EMACIATED** FORM... OF BEING SO **FEEBLE** --

-- **FRAIL...**

I **ASSURE** YOU, GAUNT -- ONCE WE RUN THIS **FINAL INFUSION OF CELLULAR STIMULATORS**, YOUR BODY WILL BE **REVITALIZED**, AND YOU'LL --

THE ORIGINAL EQUIPMENT WAS DESTROYED IN **AMAZING** #412 - Revivified Ralf.

-- I WILL NOT TOLERATE **FAILURE!**

Er -- YES...

WELL, I'M GOING TO BEGIN THE **INFLUX**, WHICH MEANS WE WON'T BE ABLE TO **COMMUNICATE** FOR THE NEXT SEVERAL **MINUTES**.

IT HAD **BETTER** BE, FOR YOUR SAKE --





FORMATTING PROGRAM. INITIATING SEQUENCE...

AND TELL ME, DR. TRAINER --

SHUIMM

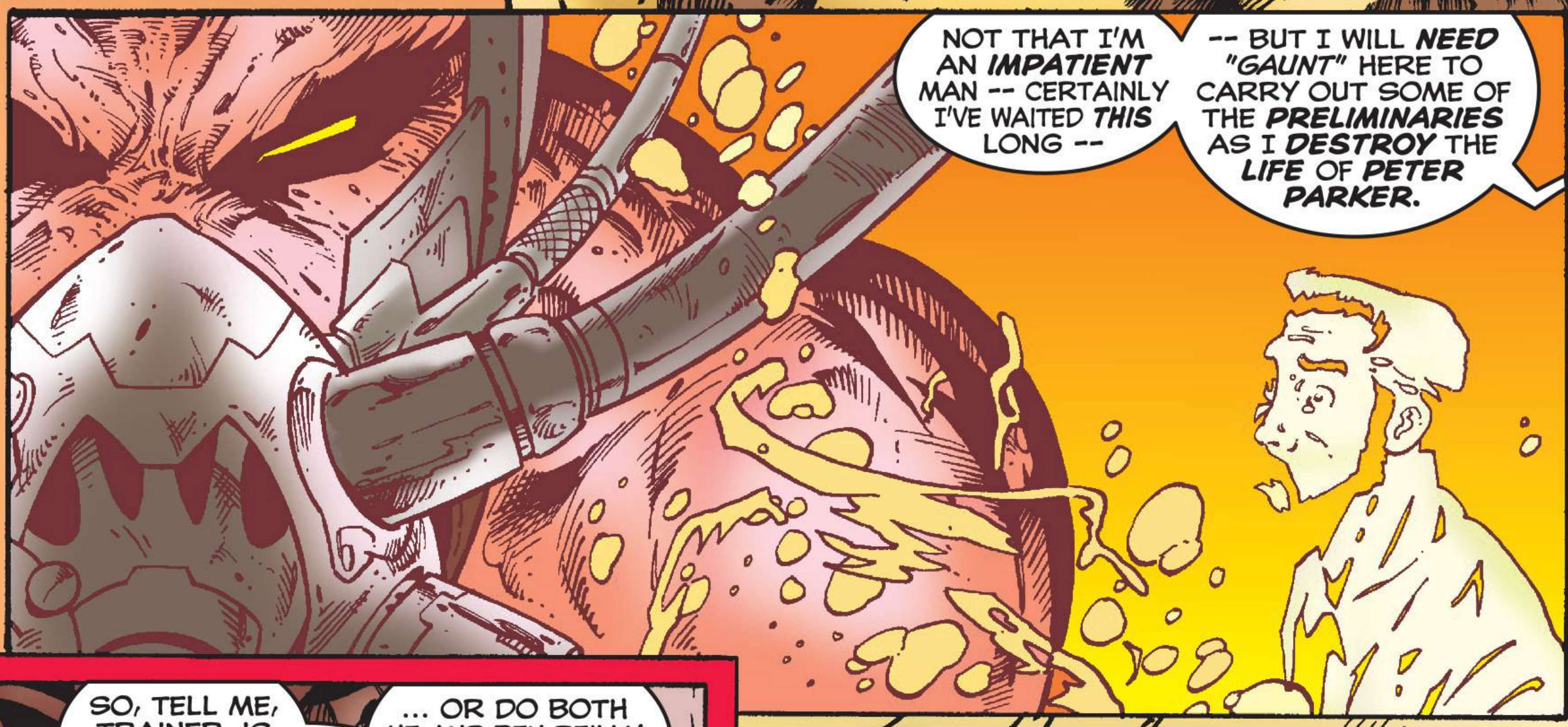


**BLUB
BLUB
BLUB**



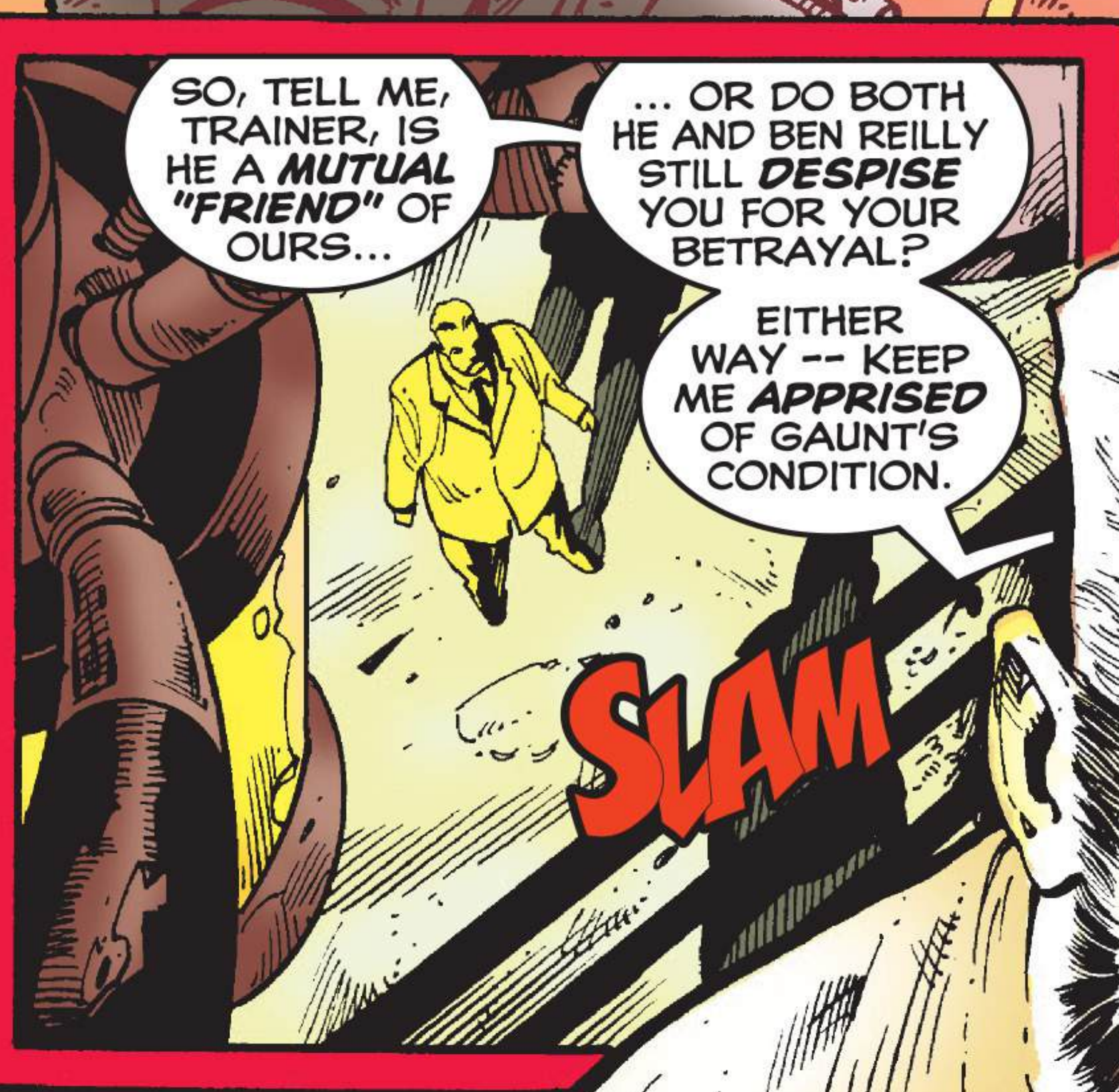
-- HOW LONG WILL THIS FINAL PROGRAM TAKE?

... YOU?!?



NOT THAT I'M AN **IMPATIENT** MAN -- CERTAINLY I'VE WAITED **THIS** LONG --

-- BUT I WILL **NEED** "GAUNT" HERE TO CARRY OUT SOME OF THE **PRELIMINARIES** AS I **DESTROY** THE **LIFE** OF **PETER PARKER**.



SO, TELL ME, TRAINER, IS HE A **MUTUAL "FRIEND"** OF OURS...

... OR DO BOTH HE AND BEN REILLY STILL **DESPISE** YOU FOR YOUR BETRAYAL?

EITHER WAY -- KEEP ME **APPRISED** OF GAUNT'S CONDITION.

SLAM



MY --
MY **GOD!** IT'S **HIM!** HE'S THE ONE BEHIND GAUNT!! HE'S THE ONE **PULLING THE STRINGS!!**

AND WHAT HE **SAID...** NOW, MORE THAN **EVER...** I HAVE TO GET TO **BEN...** DESPITE WHAT HE MIGHT THINK OF ME, I HAVE TO **WARN HIM!!...**

BOTH **HIM** AND...

"...PETER!"

STAN
LEE
PRESENTS

REVELATIONS PART 1 of 4

THE BEGINNING OF THE END!

WALKING INTO SPIDERWEBBS

A TALE OF DARKENING
EVIL SPUN FOR YOU BY:

TODD DEZAGO Words
LUKE ROSS Pencils
JOHN STANISCI Inks

... WHAT
I'M SAYING,
MR. PARKER, IS
THAT YOU ARE
WRONG --

-- WRONG,
WRONG, WRONG,
WRONG, AND
WRONG!

I AM
RIGHT.

AS A
MATTER OF
FACT, YOU ARE
SO WRONG, THAT
IF THIS WAS *PURE*
TOTAL ABSOLUTE
"RIGHT" -- RIGHT
HERE --

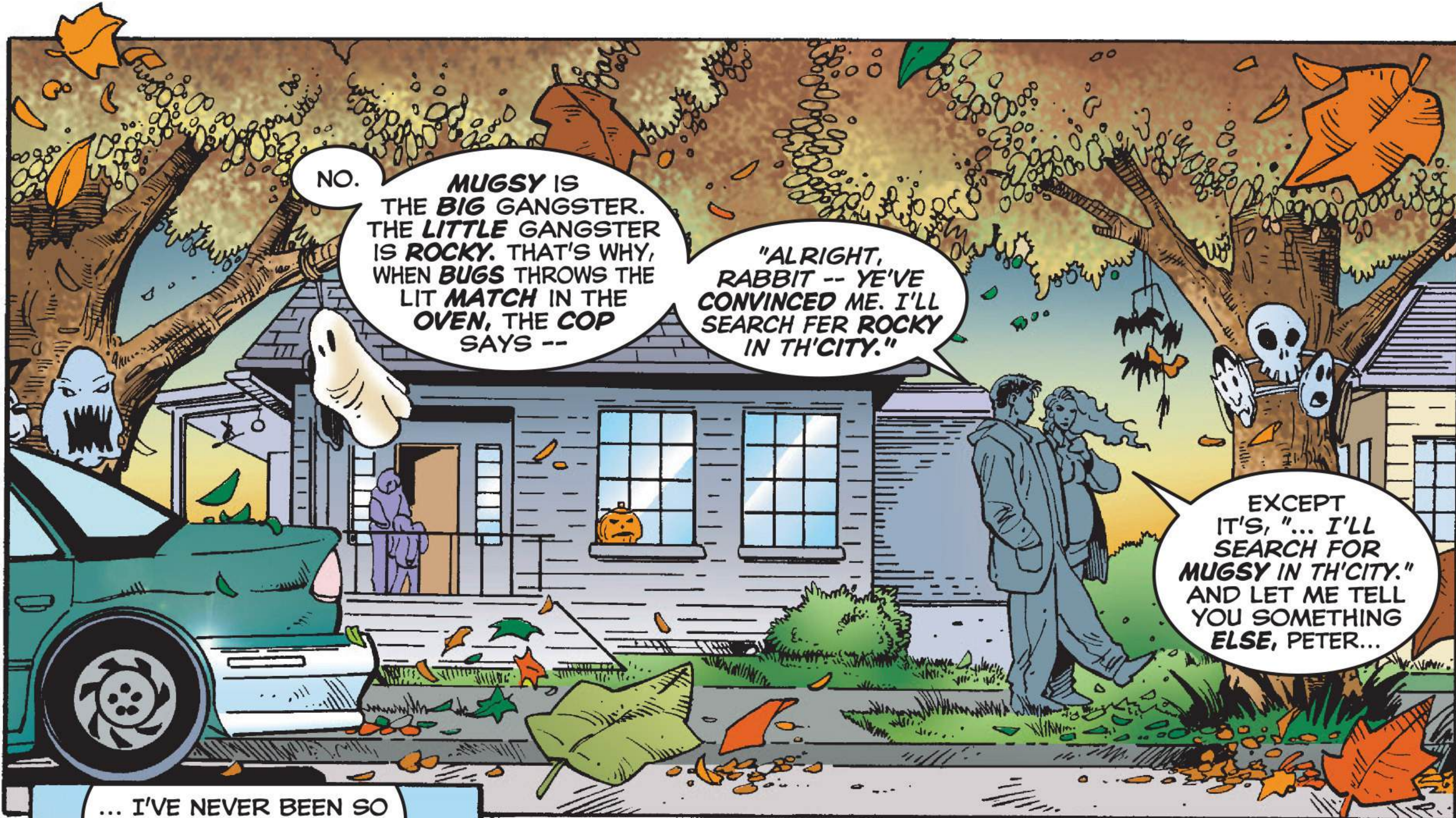
-- YOU
WOULD BE IN
WISCONSIN.

MUGSY
WAS THE
LITTLE
GUY.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

RICHARD STARKINGS and
COMICRAFT Letters
JOHN KALISZ Colors
GCW Enhancement

RALPH MACCHIO Editor
MARK BERNARDO Consulting Editor
BOB HARRAS Chief Spider



NO.

MUGSY IS THE **BIG** GANGSTER. THE **LITTLE** GANGSTER IS **ROCKY**. THAT'S WHY, WHEN **BUGS** THROWS THE LIT **MATCH** IN THE **OVEN**, THE **COP** SAYS --

"ALRIGHT, **RABBIT** -- YE'VE CONVINCED ME. I'LL SEARCH FER **ROCKY** IN TH'CITY."

EXCEPT IT'S, "... I'LL SEARCH FOR **MUGSY** IN TH'CITY." AND LET ME TELL YOU SOMETHING **ELSE**, **PETER**...

... I'VE NEVER BEEN SO **HAPPY** IN ALL MY LIFE... NEVER IMAGINED I COULD **BE** SO **HAPPY**.

THIS **BABY** THAT WE'RE HAVING, THIS **FAMILY** THAT WE'RE STARTING, MEANS **MORE** TO ME THAN I'D **REALIZED**...

...BUT I DON'T THINK I COULD DO THIS IF I WASN'T DOING IT WITH MY **BEST FRIEND**.

YOU'RE MY **BEST FRIEND**, **PETER**. MY **HUSBAND**...

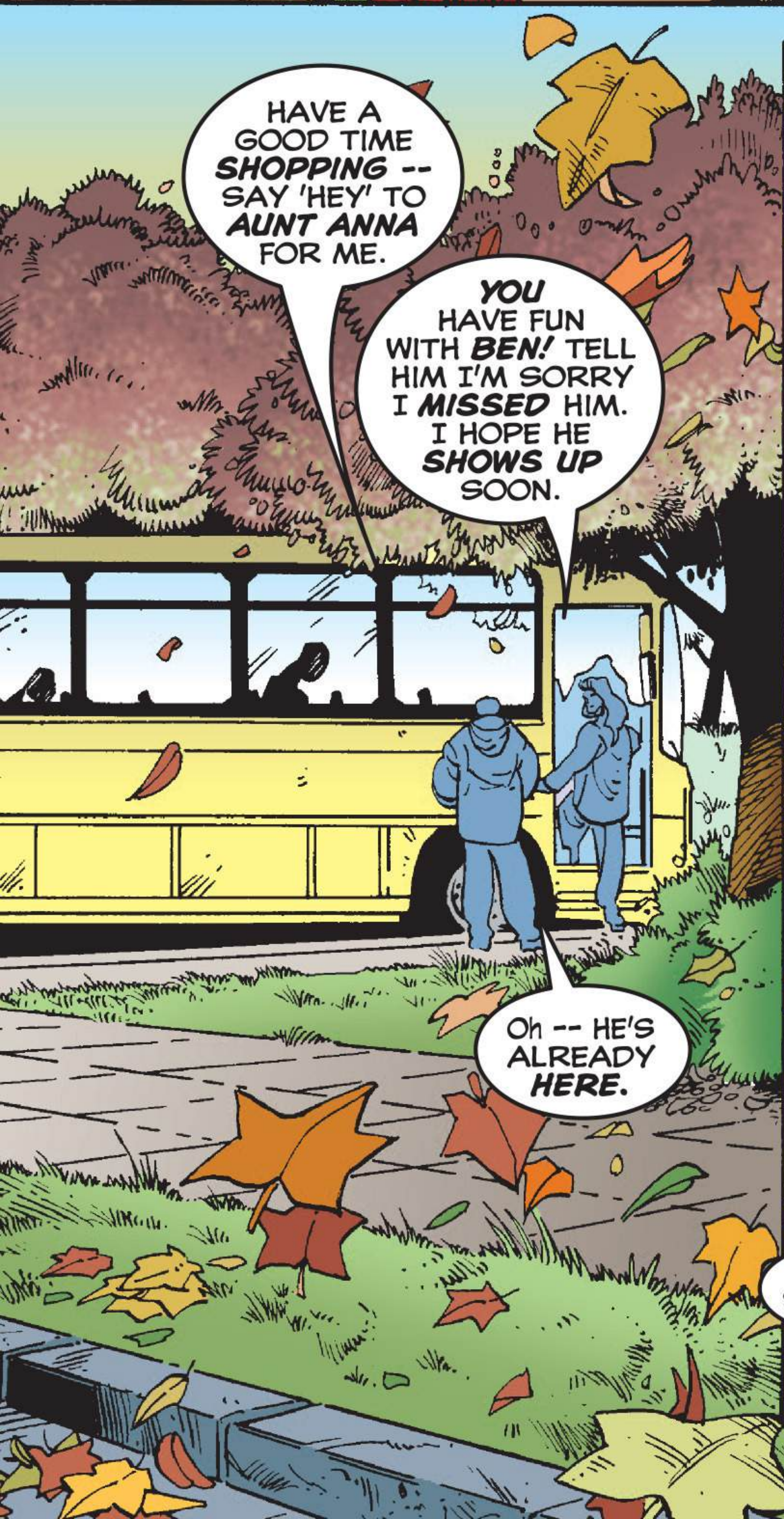
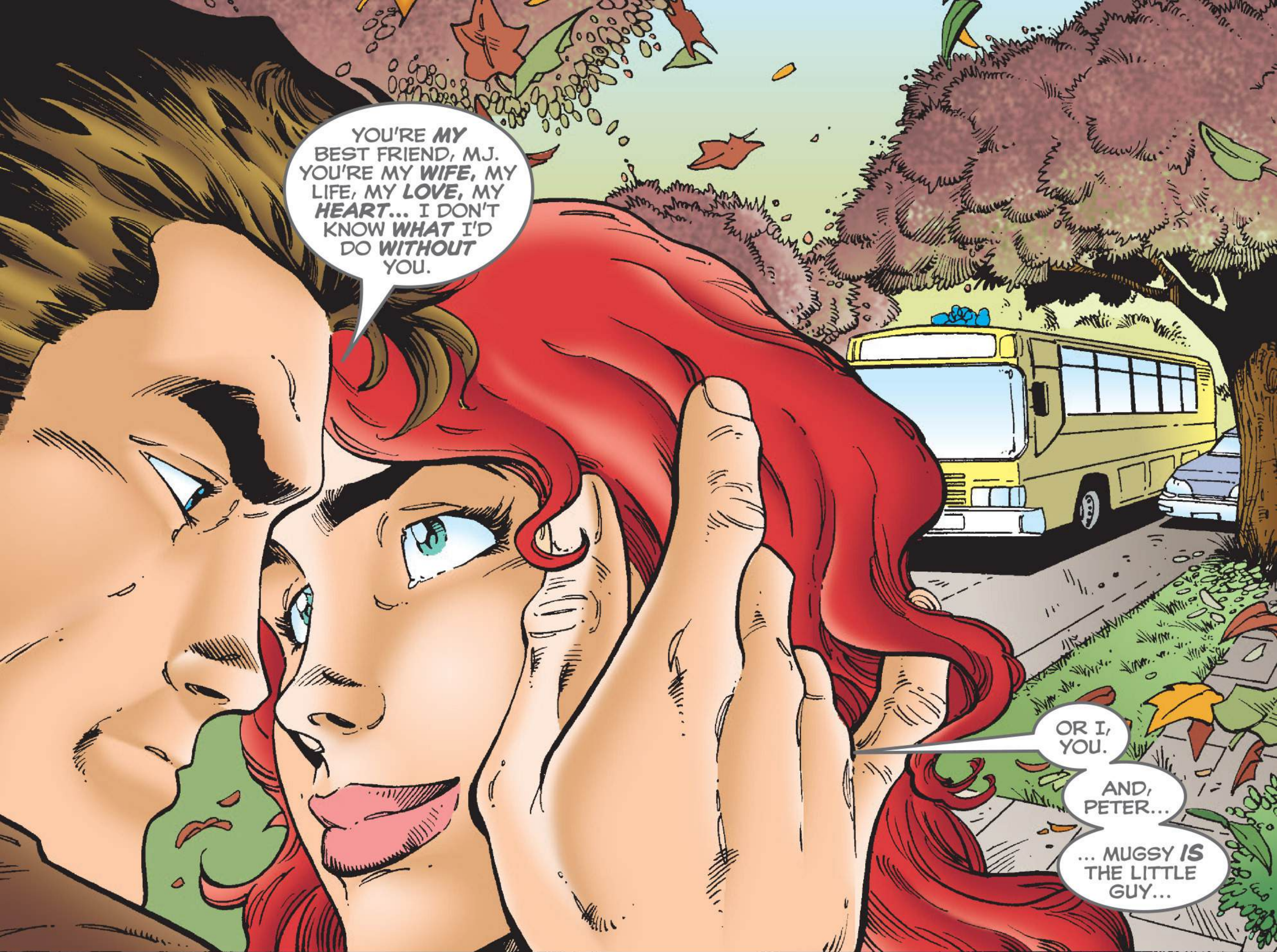
...AND I LOVE YOU **SO MUCH**.

AND I LOVE YOU, **MARY JANE**...

... AND OUR **DAUGHTER** IS GONNA BE THE **HAPPIEST**, MOST **LOVED** BABY IN THE **WHOLE WORLD** --

-- **DESPITE** THE FACT THAT HER **MOTHER** DOESN'T KNOW **JACK** ABOUT '**TOONS TRIVIA**!'

DEAD END



THE OFFICES
OF THE DAILY
BUGLE --

Hmmm --
FEDEX MUST'VE
COME WHILE I
WAS OUT...

AT THE CITY ROOM
DESK OF AWARD-
WINNING REPORTER,
BEN URICH --

NO RETURN
ADDRESS ON
THE AIRBILL...?
BLACK ENVELOPE...
CURIOUSER AND
CURIOUSER...

...WHO HAVE
I TICKED OFF
THIS TI --

Ben -
Have uncovered
some information
which you might find
useful. consider it
payback for your
courteous discretion.
I'll be in town tonight.
meet you at the
bugle at 10:00 pm
-Liz Osborn

WELL... ONE
HAND WASHES
THE OTHER...

IT'S
NICE TO
KNOW THAT I
MADE A **FRIEND**
OF LIZ OSBORN
WHEN I WROTE
THE **BOOK** --

CONSIDERING
HER **CONNECTIONS**,
SHE COULD PROVE
TO BE A GREAT
SOURCE --

SPIDER-MAN:
LEGACY OF EVIL
- Readin' Ralf.

"-- AND THIS
LITTLE **CARD**
IS JUST THE
BEGINNING..."

6



LITTLE ITALY --

...MADE IT!

-- IN AN ALLEY DIRECTLY OPPOSITE THE APARTMENT BUILDING OF OUR HERO, BEN REILLY!

NOW IF I CAN JUST GET BEN TO LISTEN TO ME...

... BEN HAS ALWAYS BEEN LIKE A SON TO ME! WE WERE THE ONLY FAMILY EITHER OF US TRULY HAD! I KNEW ALL OF HIS SECRETS...

... BUT HE NEVER KNEW ALL OF MINE!

I'VE BEEN FORCED TO **DECEIVE** BOTH HIM AND PETER SO MANY TIMES -- ABOUT THE **TRUTH** -- THEIR **IDENTITIES** -- WHO'S THE **CLONE** AND WHO'S THE **ORIGINAL**...

IT **KILLED** ME TO DO IT -- AND AFTER SUCH **BETRAYAL**, I'LL NEVER BE ABLE TO CONVINCE **BEN** TO **TRUST** ME!



BUT I HAVE TO!

BEN HAS NO IDEA WHAT HE'S UP AGAINST--! WHO'S BEEN **MANIPULATING** US ALL FROM THE VERY **BEGINNING**!

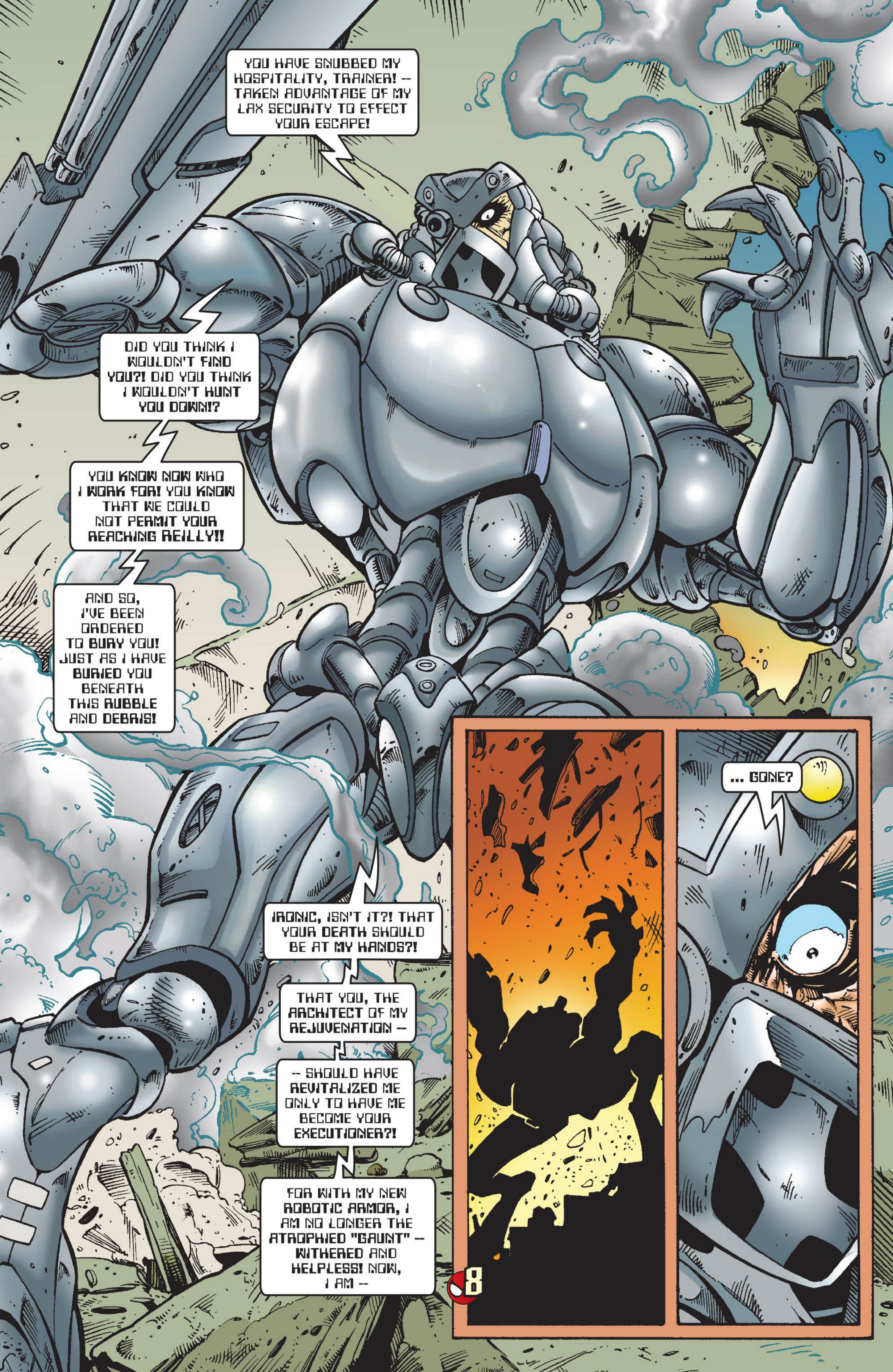


PLEASE, BEN... PLEASE BE HOME...

NOK



BAKBOOM



YOU HAVE SNUBBED MY
HOSPITALITY, TRAINER! --
TAKEN ADVANTAGE OF MY
LAX SECURITY TO EFFECT
YOUR ESCAPE!

DID YOU THINK I
WOULDN'T FIND
YOU?! DID YOU THINK
I WOULDN'T HUNT
YOU DOWN!?

YOU KNOW NOW WHO
I WORK FOR! YOU KNOW
THAT WE COULD
NOT PERMIT YOUR
REACHING REILLY!!

AND SO,
I'VE BEEN
ORDERED
TO BURY YOU!
JUST AS I HAVE
BURIED YOU
BENEATH
THIS RUBBLE
AND DEBRIS!

IRONIC, ISN'T IT?! THAT
YOUR DEATH SHOULD
BE AT MY HANDS?!

THAT YOU, THE
ARCHITECT OF MY
REJUVENATION --

-- SHOULD HAVE
REVITALIZED ME
ONLY TO HAVE ME
BECOME YOUR
EXECUTIONER?!

FOR WITH MY NEW
ROBOTIC ARMOR, I
AM NO LONGER THE
ATROPHIED "GAUNT" --
WITHERED AND
HELPLESS! NOW,
I AM --

... GONE?

AT THAT MOMENT,
OVER AT THE
DAILY GRIND --

-- WHERE OWNER/PROPRIETOR
SHIRLEY WASHINGTON SHOWS
A NEW EMPLOYEE AROUND
THE COFFEE BAR.

I'M SO
GLAD YOU
CAN START
TODAY --

The
Daily
Grind

-- AFTER THE
MESS WE HAD
HERE YESTERDAY.
TWO OF MY REGULAR
GIRLS NEVER EVEN
SHOWED UP! NO
CALLS, NO
NOTHING..!

WHAT'S
ODD IS THAT
THEY'RE USUALLY
BOTH SO **RELIABLE**...
BUT I CAN'T RUN
THE SHOP ON
THAT!

SINCE WE'VE
EXTENDED OUR
HOURS, THINGS HAVE
BEEN A BIT **HECTIC**... BUT
IT'S **EVENING OUT**. C'MON --
I'LL SHOW YOU THE **KITCHEN**...

THIS IS
LOU -- AND
JOE, OUR OVER-
WORKED **COOKS**.
BOYS, THIS IS
ALISON MONGRAIN.
SHE'LL BE ONE OF THE
NEW **WAITRESSES**
COVERING
DINNER.

HEY, **ALLY** --
WELCOME TO
THE **GRIND**! I'M
SURE YOU'LL FIT
RIGHT IN!

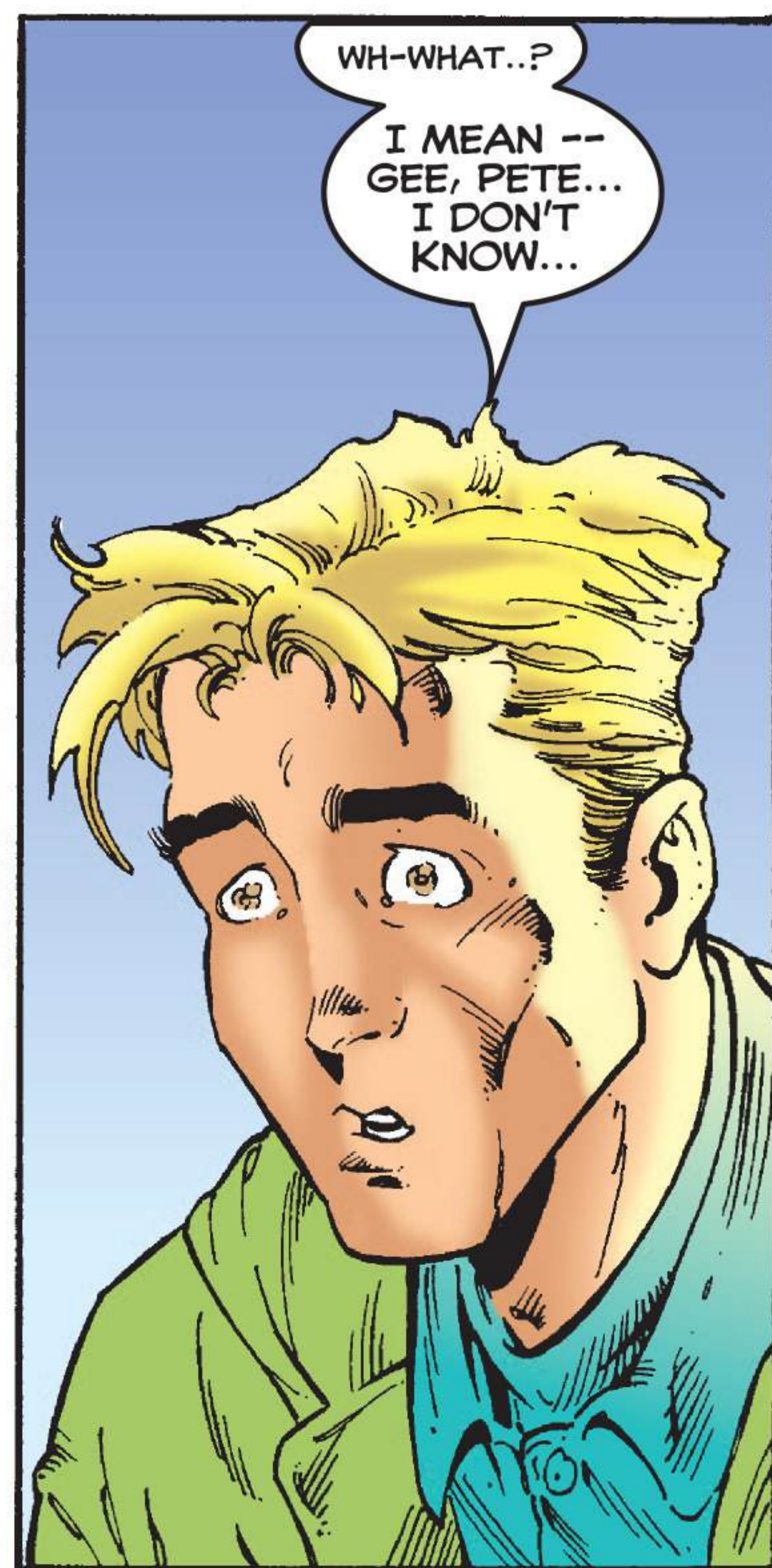
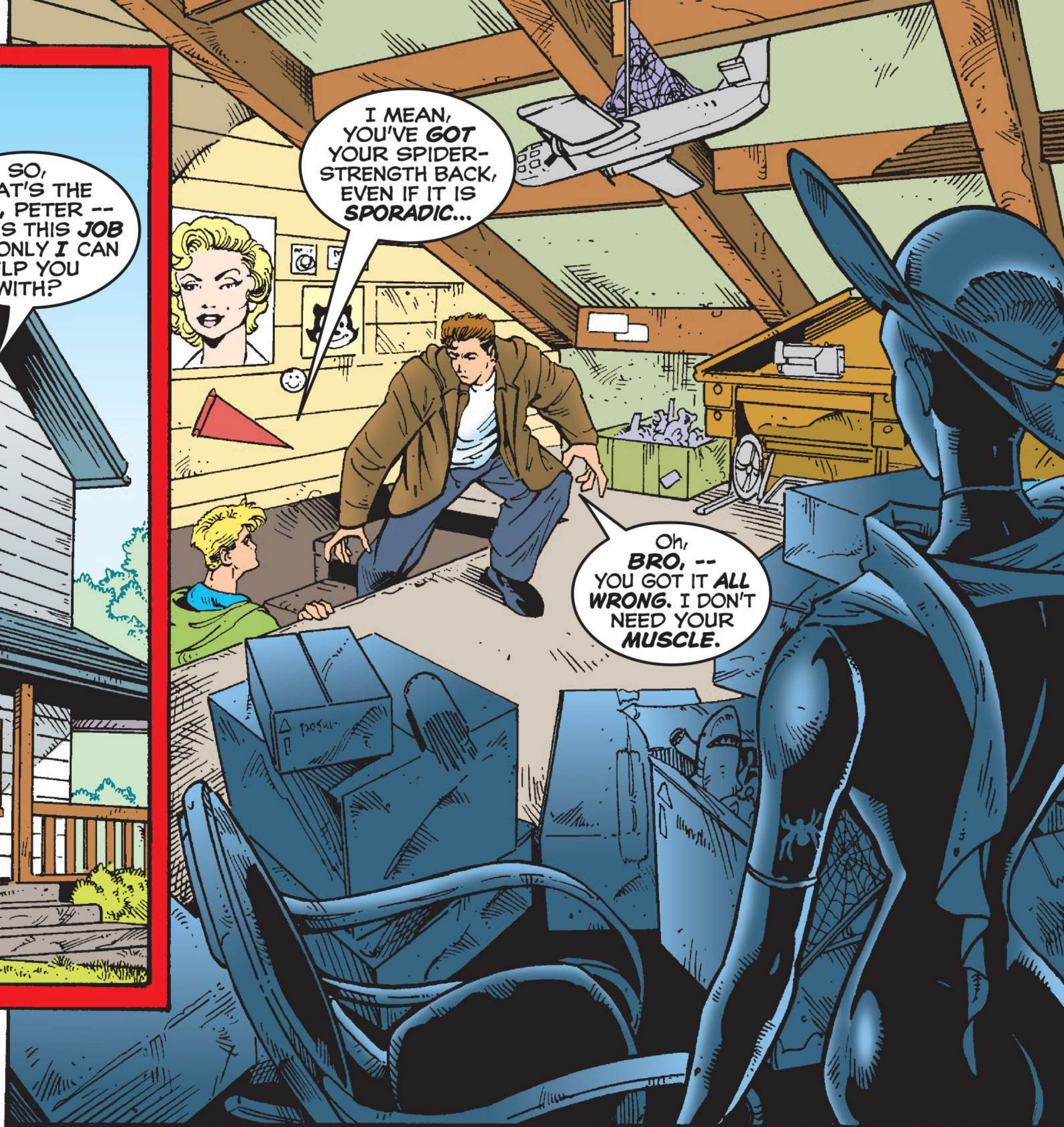
YES...

... I'M
SURE I
WILL.

CHILLY.

FROSTY.

ICE
QUEEN.





FIVE YEARS AGO, WHEN...

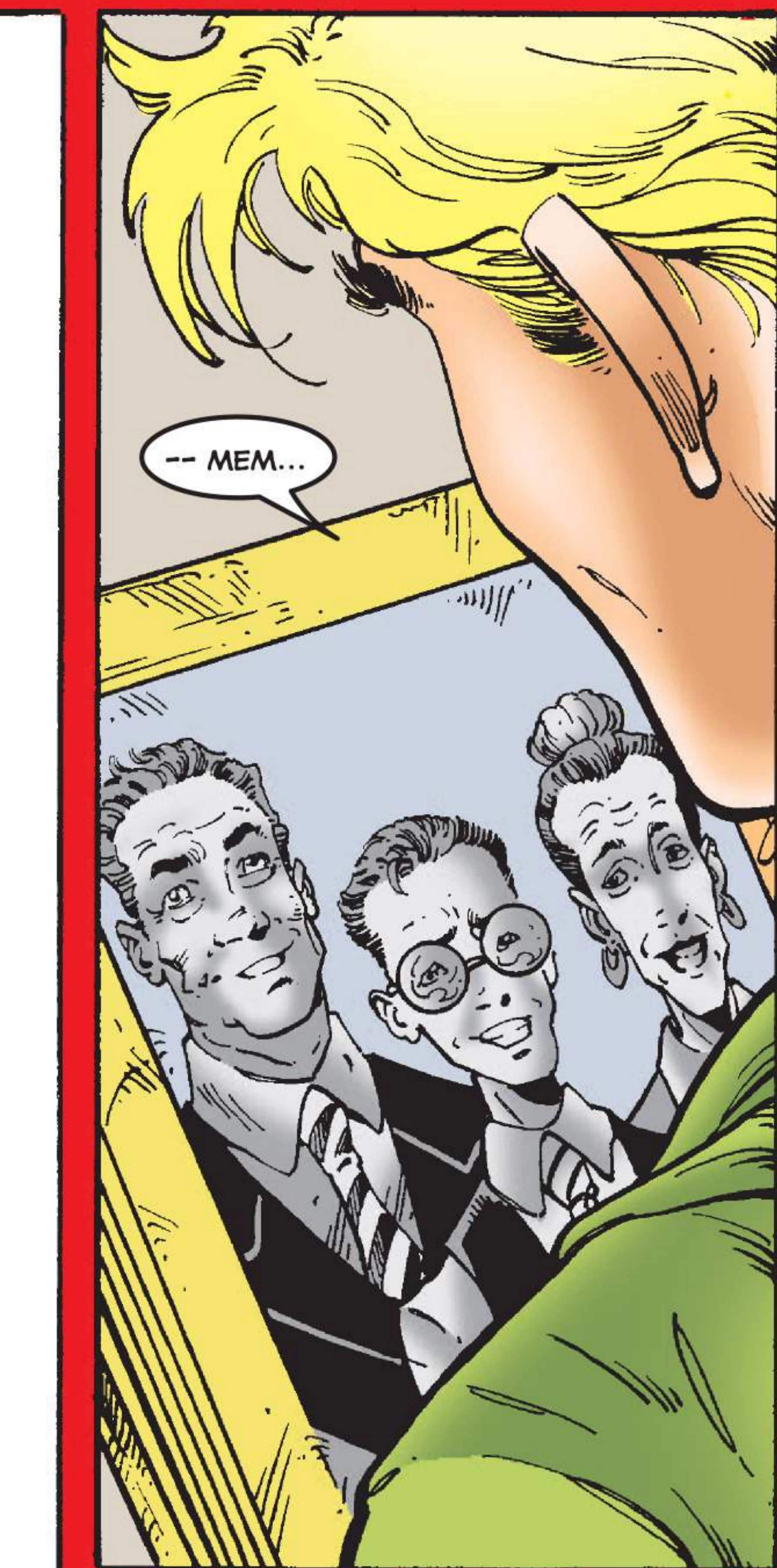
... WHEN I THOUGHT I WAS A **CLONE** -- WHEN I THOUGHT I DIDN'T HAVE ANY **RIGHT** TO A **LIFE** -- I HIT THE **ROAD**.

ALL I HAD WAS A LITTLE **MONEY** AND A **CHANGE** OF **CLOTHES** --

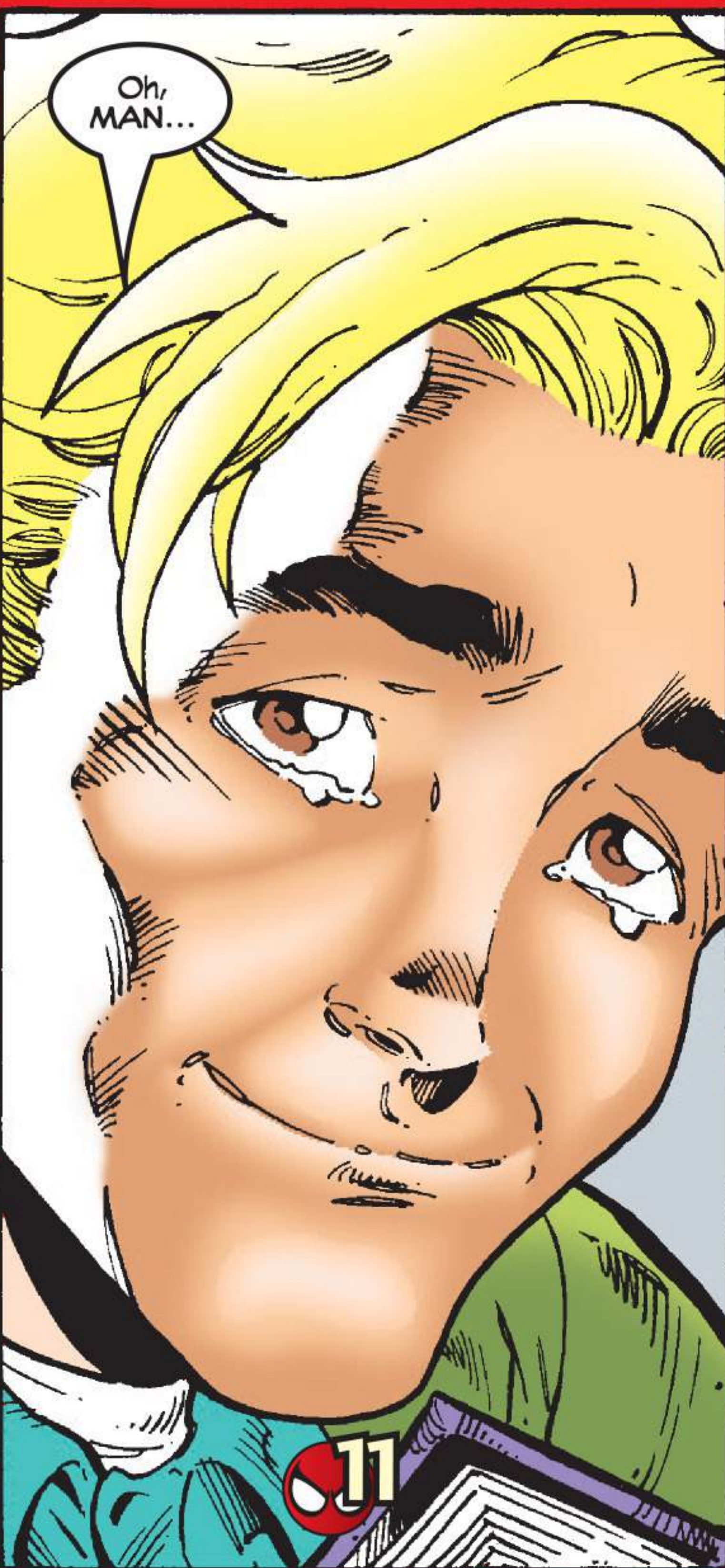
-- AND I TOOK THE **UGLY** CLOTHES 'CAUSE I KNEW YOU WOULDN'T **MISS** 'EM.

I LEARNED TO **TRAVEL LIGHT**.

BUT I ALSO HAD TO LEARN TO **FORGET**. I HAD TO **FORCE** MYSELF TO PUT THE **PAST** BEHIND ME -- TO **BURY** ALL OF MY --



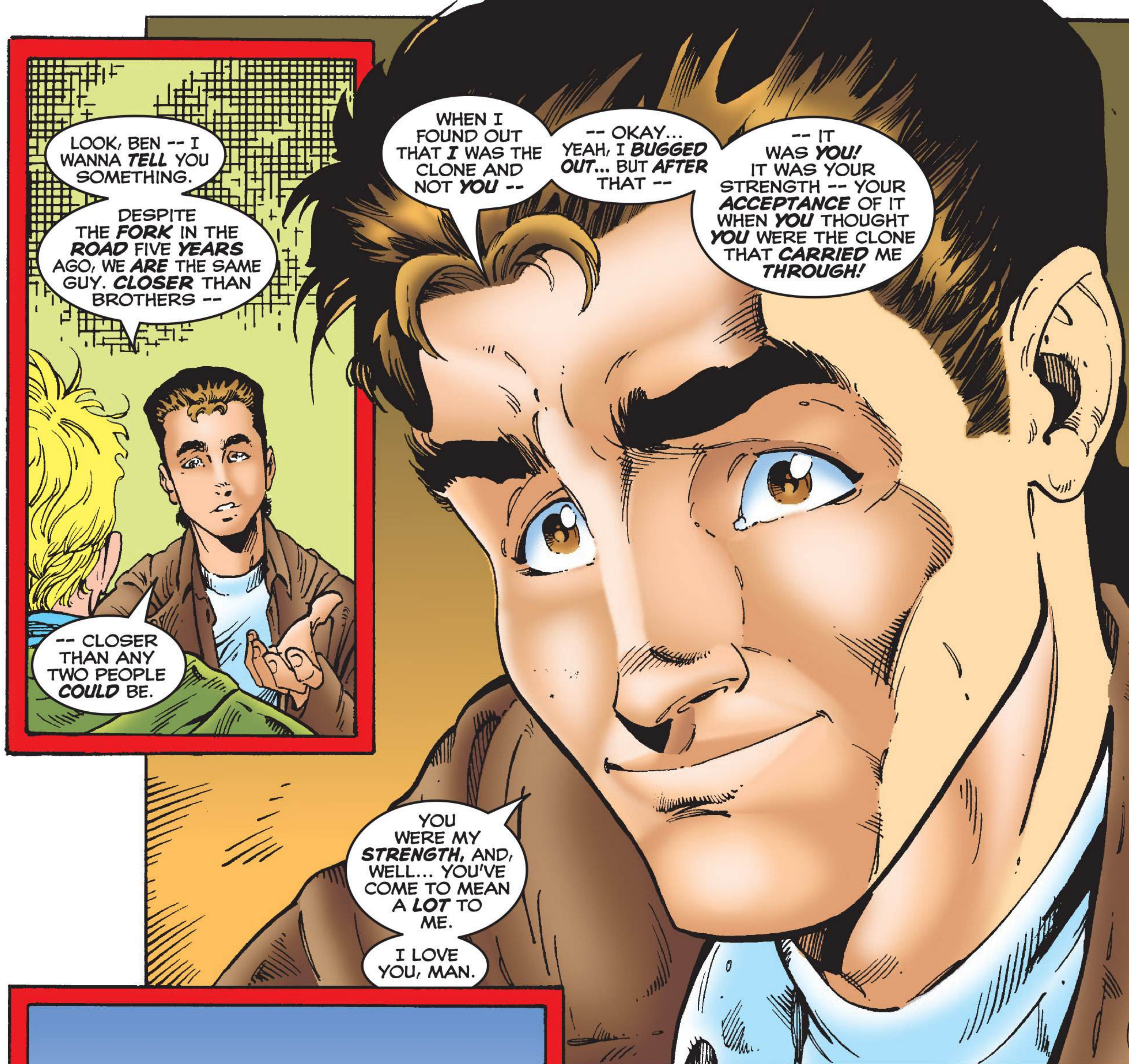
-- MEM...



Oh, MAN...



I KNOW...
... I MISS THEM, TOO...



LOOK, BEN -- I WANNA **TELL** YOU SOMETHING.

DESPITE THE **FORK** IN THE **ROAD** FIVE YEARS AGO, WE **ARE** THE SAME GUY. **CLOSER** THAN BROTHERS --

WHEN I FOUND OUT THAT **I** WAS THE CLONE AND NOT **YOU** --

-- OKAY... YEAH, I **BUGGED** OUT... BUT AFTER THAT --

-- IT WAS **YOU!** IT WAS YOUR STRENGTH -- YOUR **ACCEPTANCE** OF IT WHEN **YOU** THOUGHT **YOU** WERE THE CLONE THAT **CARRIED** ME THROUGH!

-- CLOSER THAN ANY TWO PEOPLE **COULD** BE.

YOU WERE MY **STRENGTH**, AND, WELL... YOU'VE COME TO MEAN A LOT TO ME.

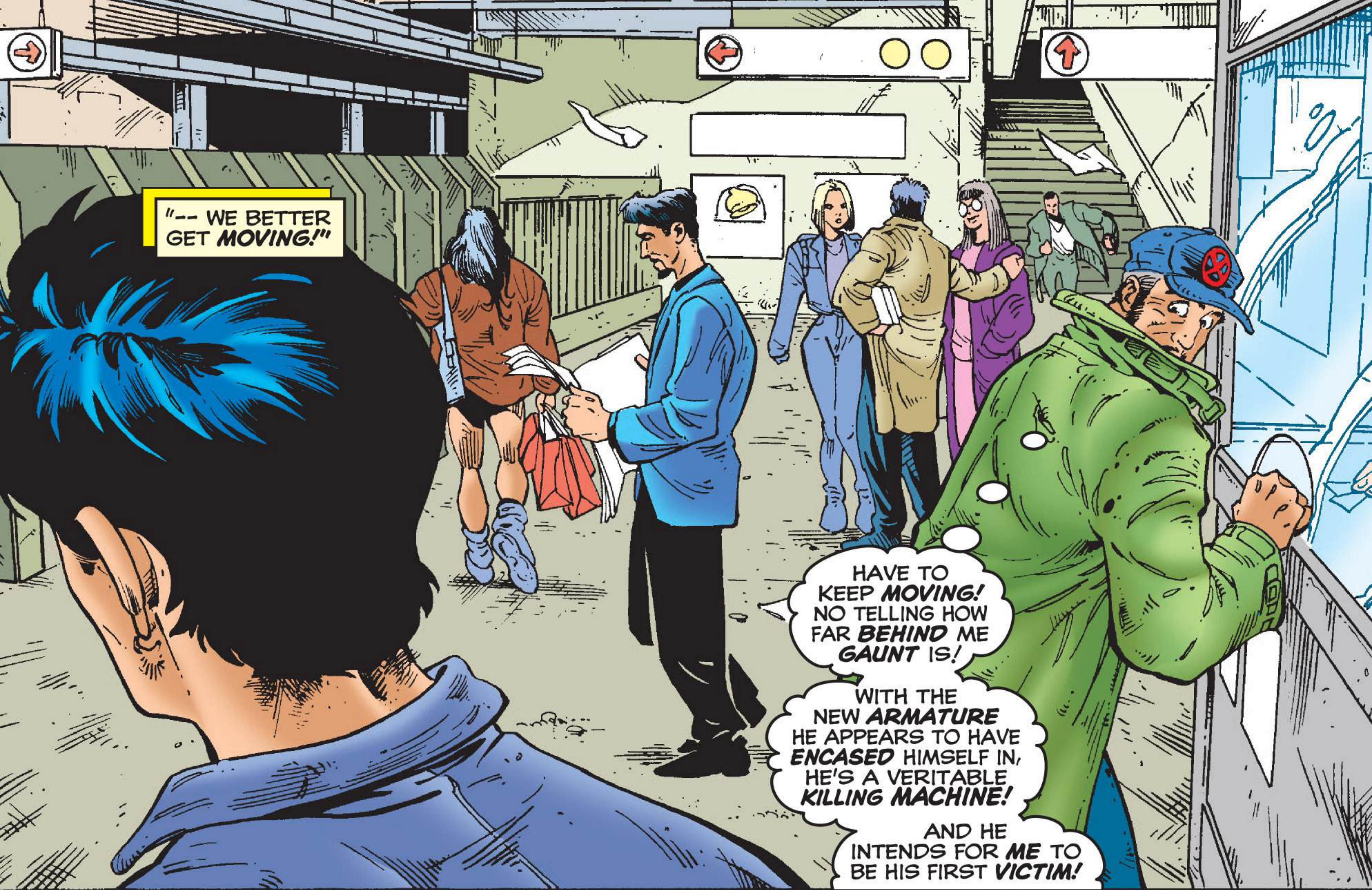
I LOVE YOU, MAN.



YOU'RE NOT **GETTING** MY **BUD LIGHT**, PETER.



Heh Heh. C'MON, THEN. THERE'S A LOTTA **STUFF** HERE, AND UNLESS YOU WANNA CATCH SOME MAJOR **WEB-FLUID** FROM **MARY JANE** --

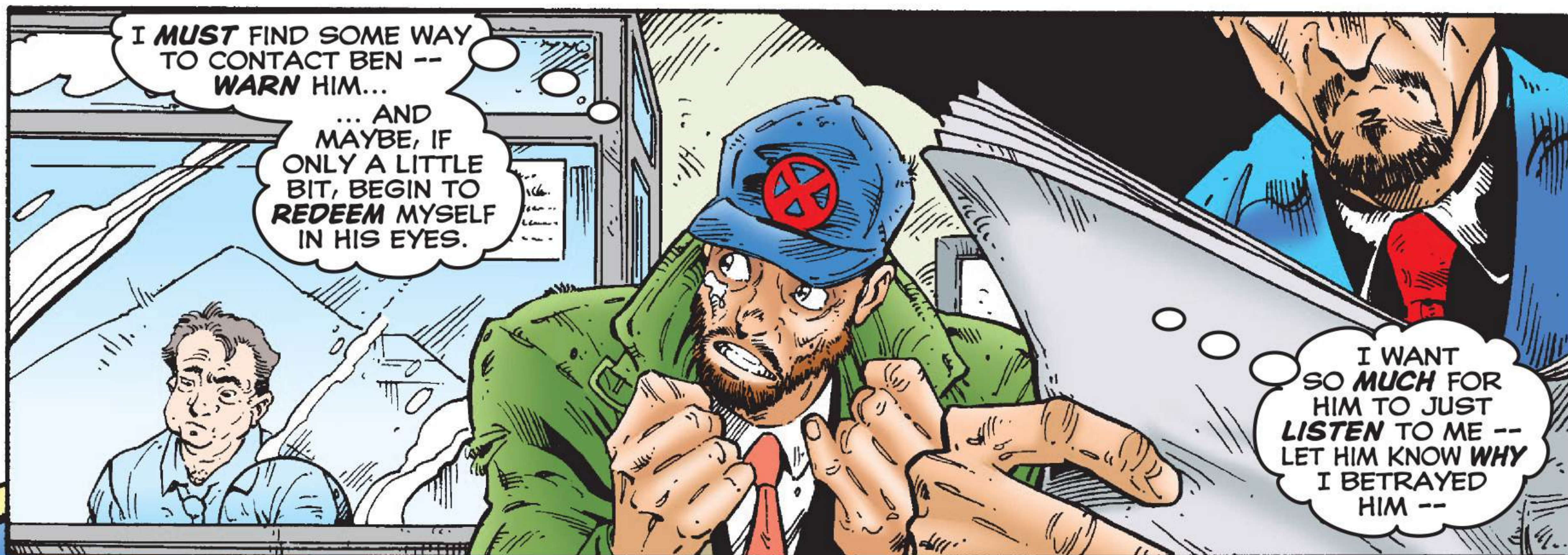


"-- WE BETTER
GET **MOVING!**"

HAVE TO
KEEP **MOVING!**
NO TELLING HOW
FAR **BEHIND** ME
GAUNT IS!

WITH THE
NEW **ARMATURE**
HE APPEARS TO HAVE
ENCASED HIMSELF IN,
HE'S A VERITABLE
KILLING MACHINE!

AND HE
INTENDS FOR **ME** TO
BE HIS FIRST **VICTIM!**



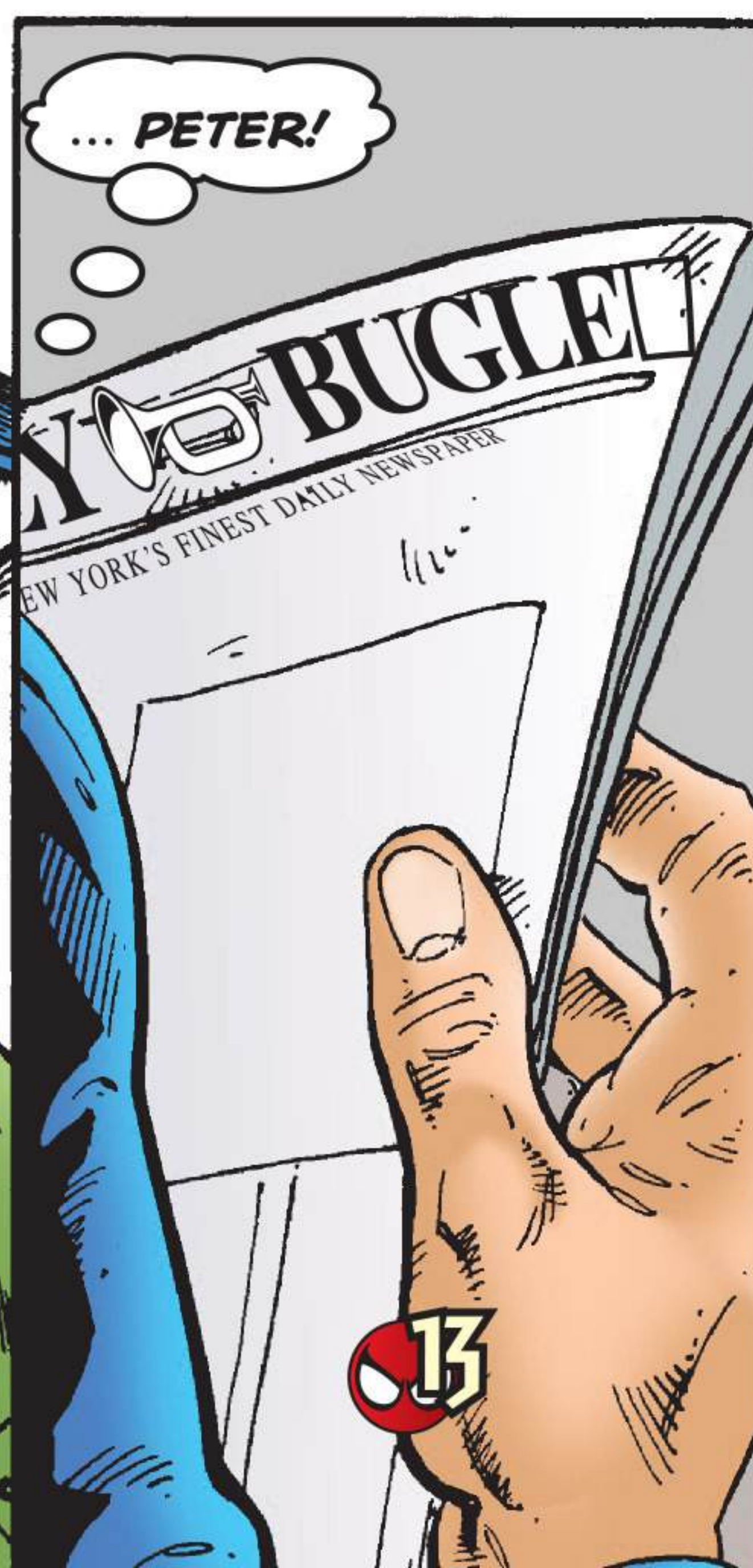
I **MUST** FIND SOME WAY
TO CONTACT BEN --
WARN HIM...

... AND
MAYBE, IF
ONLY A LITTLE
BIT, BEGIN TO
REDEEM MYSELF
IN HIS EYES.

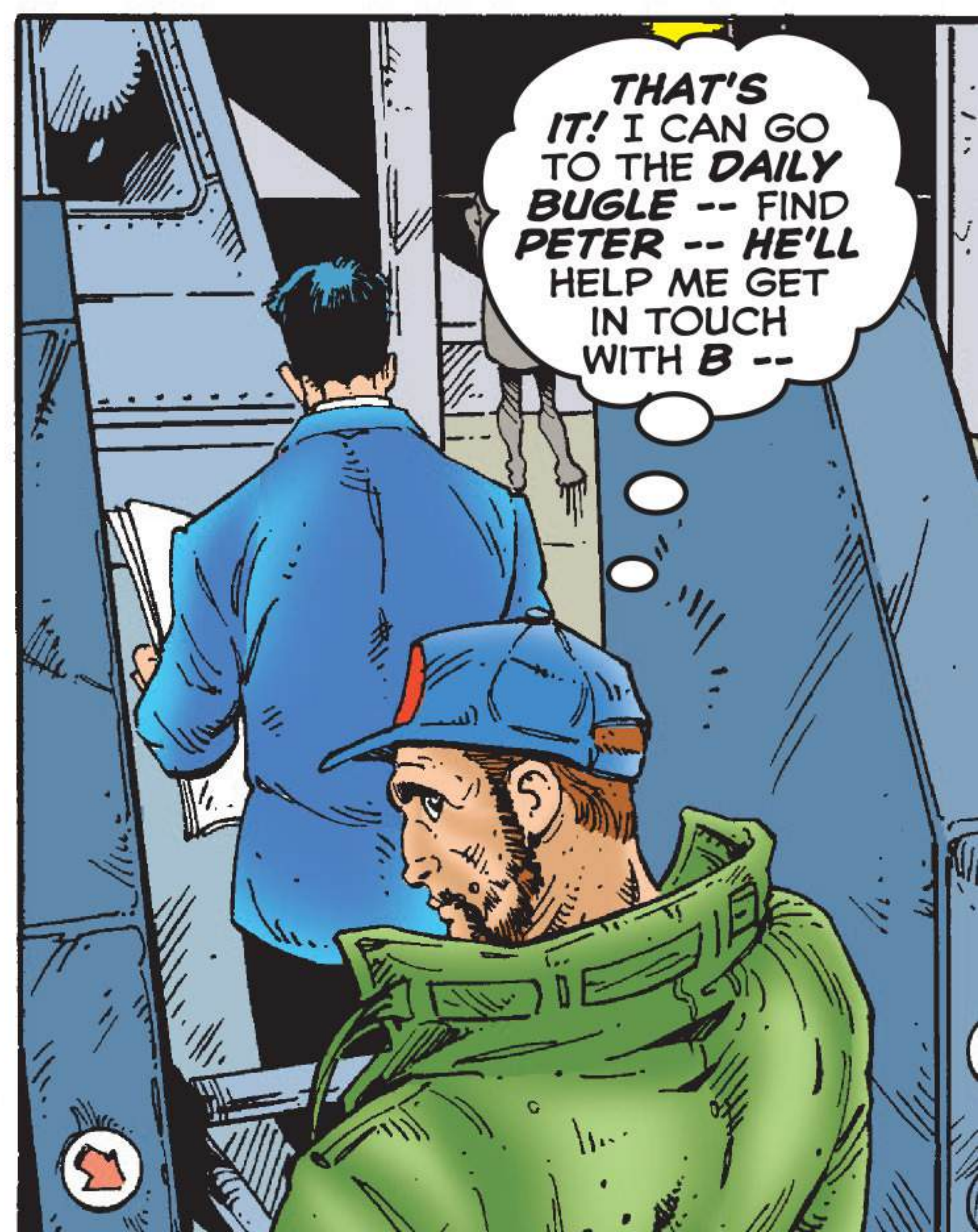
I WANT
SO **MUCH** FOR
HIM TO JUST
LISTEN TO ME --
LET HIM KNOW **WHY**
I BETRAYED
HIM --



-- TELL
HIM THE **TRUTH**
ABOUT HIM
AND...



... **PETER!**



THAT'S
IT! I CAN GO
TO THE **DAILY**
BUGLE -- FIND
PETER -- HE'LL
HELP ME GET
IN TOUCH
WITH **B** --



UNGHFF!

BAKBOOM

THUK

CHOOM

IT'S HIM! HE'S HERE!

CAN'T LET HIM GET ME! -- HAVE TO GET TO BEN!

PLEASE LET ME MAKE IT... PLEASE...!

STUNT

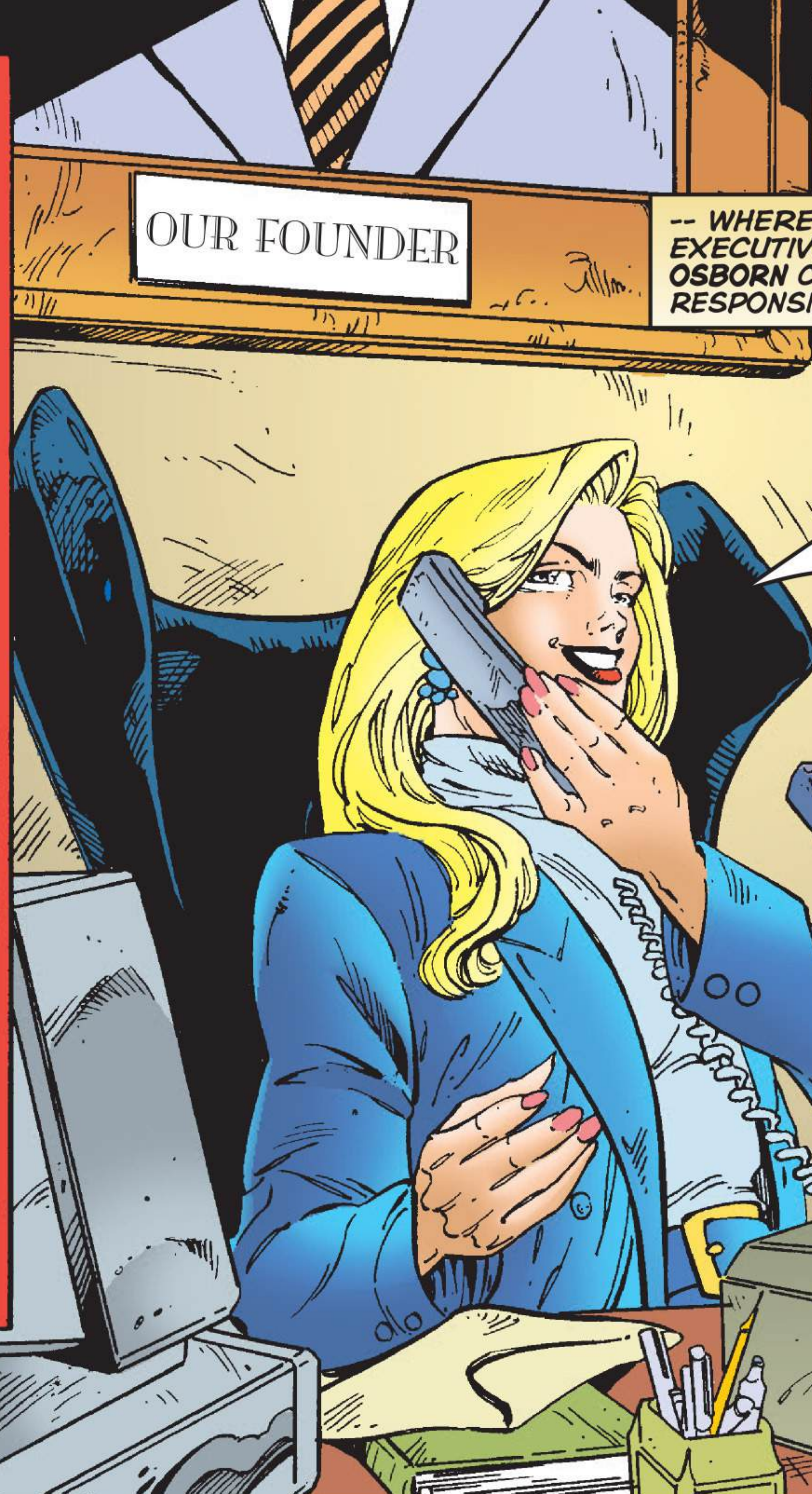
TRAINER!!

SKRASH



OSBORN INDUSTRIES, MAIN PLANT, ISLIP, LONG ISLAND --

... NO, I CAME OUT TO TAKE CARE OF SOME CONTRACTS THAT NEEDED **SIGNING** --



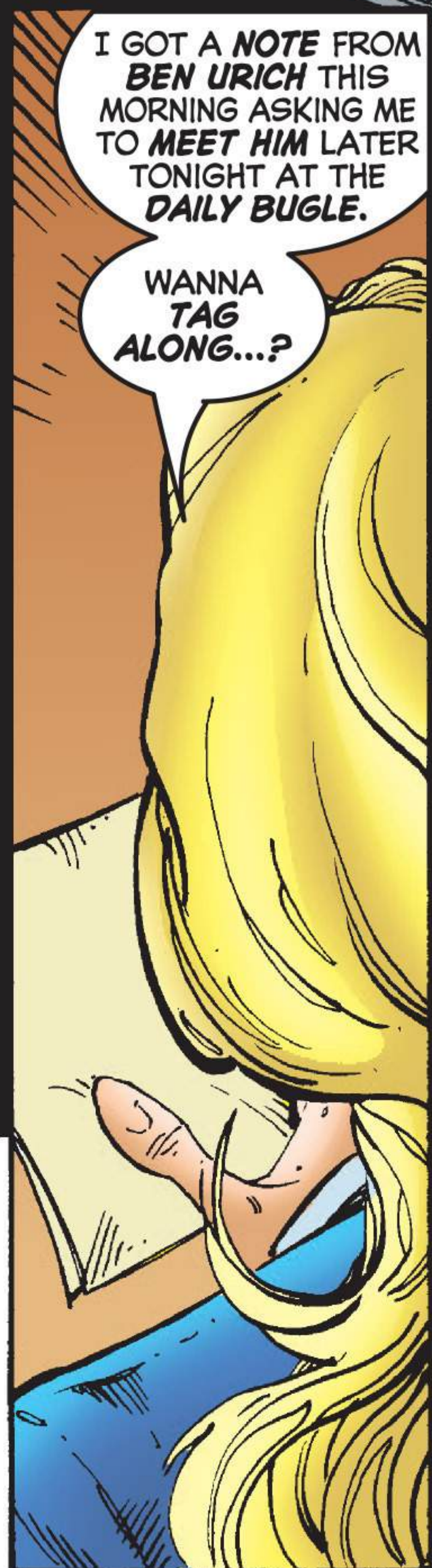
OUR FOUNDER

-- WHERE PRESIDENT AND EXECUTIVE DIRECTOR, LIZ ALLAN OSBORN CONCLUDES HER BUSINESS RESPONSIBILITIES FOR THE DAY.

-- PLUS, I THINK IT'S **IMPORTANT** THAT THE "BOSS" BE **ACCESSIBLE** TO THE EMPLOYEES, HEAR THEIR **GRIEVANCES**...

I **REFUSE** TO RUN THIS COMPANY THE WAY MY **FATHER-IN-LAW** DID!

BUT LISTEN, **FOGGY** -- THAT'S **NOT** WHY I CALLED...



I GOT A **NOTE** FROM **BEN URICH** THIS MORNING ASKING ME TO **MEET HIM** LATER TONIGHT AT THE **DAILY BUGLE**.

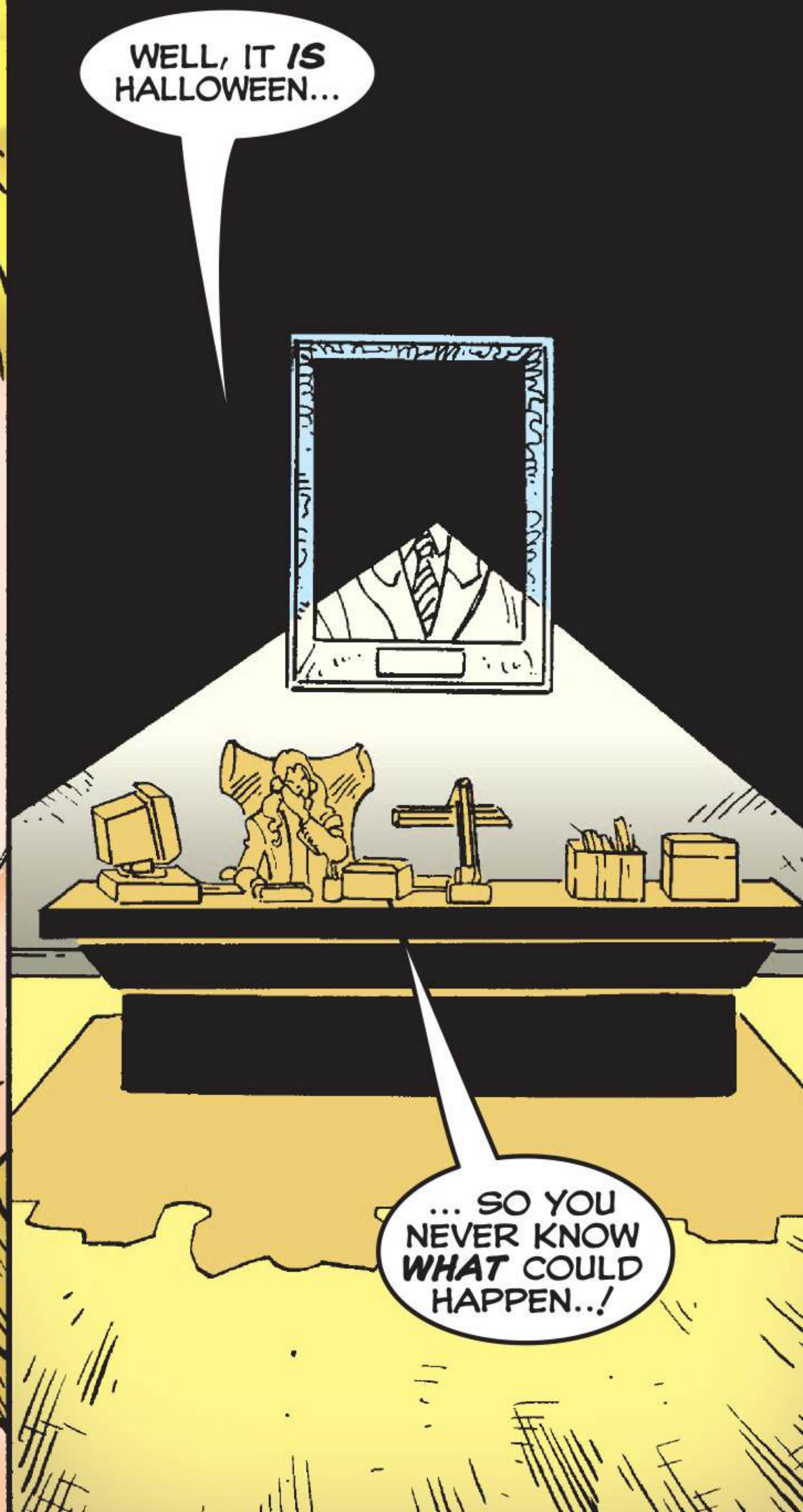
WANNA **TAG** ALONG...?



Hmmm, THAT **DEPENDS**. WILL I BE ESCORTING YOU AS YOUR **LAWYER**...



... OR YOUR **LOVER**?



WELL, IT **IS** HALLOWEEN...

... SO YOU NEVER KNOW **WHAT** COULD HAPPEN...!



JEEZ --
IT'S LIKE
OUR **WHOLE**
LIFE ...

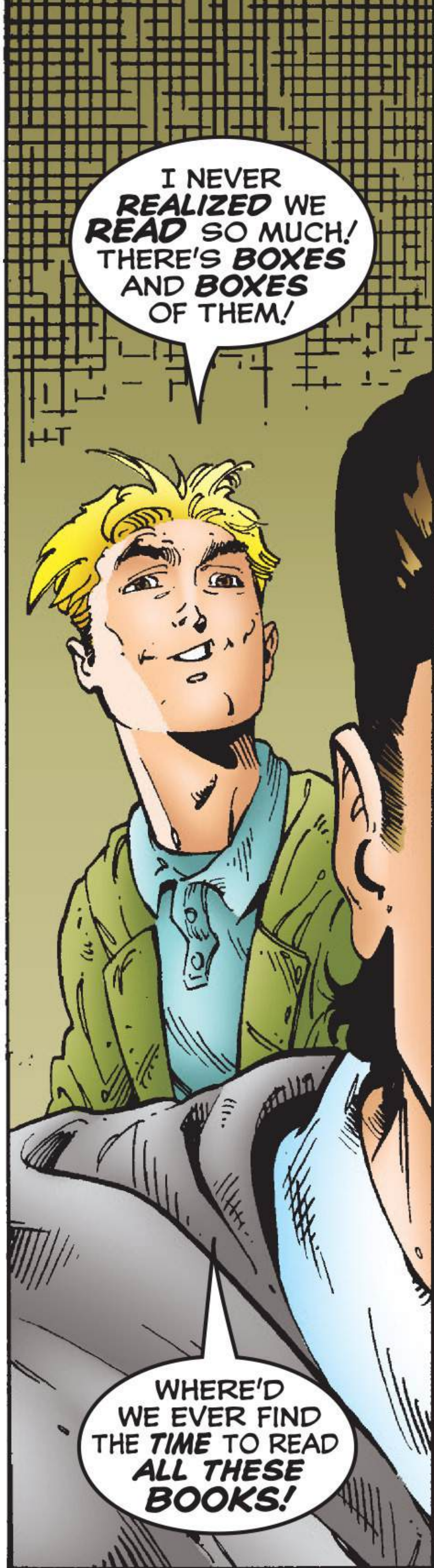
... IS IN
THESE
BOXES..!



YEAH --
THAT'S THE
FUNNY THING
ABOUT --

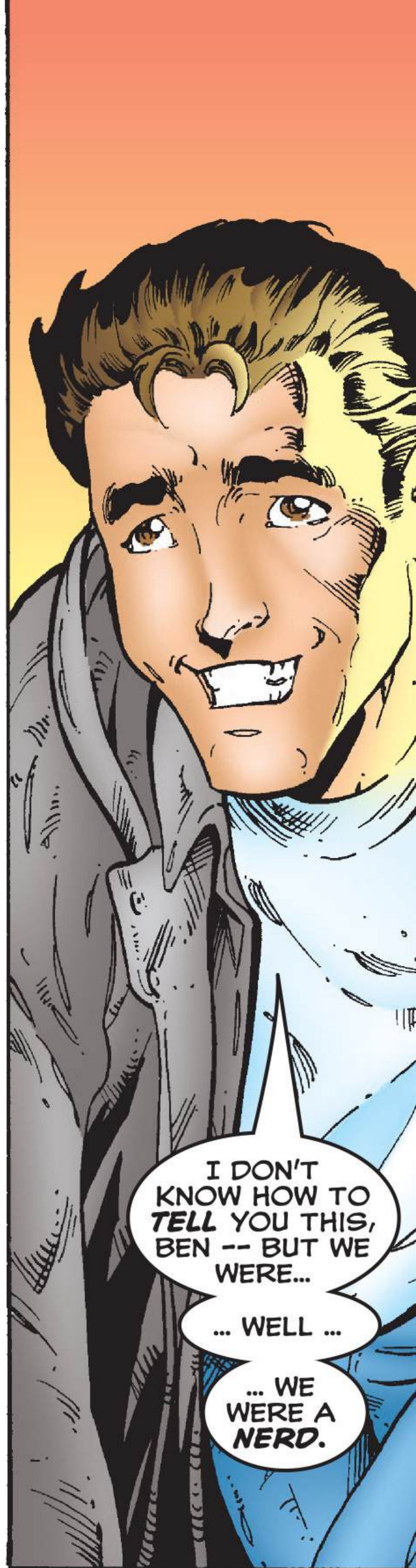
-- **WOW!**

LOOKIT
ALL THESE
BOOKS!



I NEVER
REALIZED WE
READ SO MUCH!
THERE'S **BOXES**
AND **BOXES**
OF THEM!

WHERE'D
WE EVER FIND
THE **TIME** TO READ
ALL THESE
BOOKS!



I DON'T
KNOW HOW TO
TELL YOU THIS,
BEN -- BUT WE
WERE...

... WELL ...

... WE
WERE A
NERD.



NO!?!

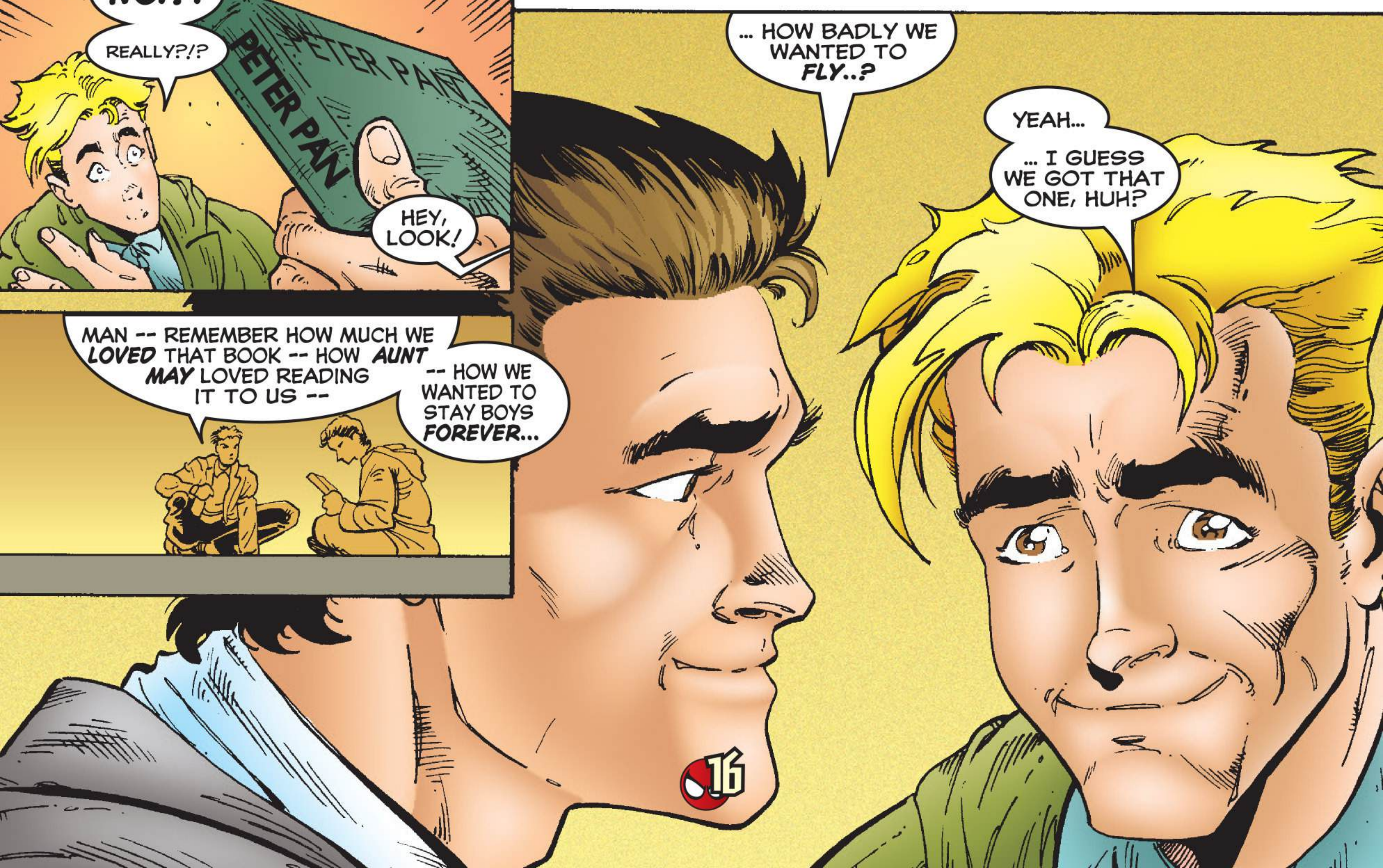
REALLY?!?

HEY,
LOOK!



MAN -- REMEMBER HOW MUCH WE
LOVED THAT BOOK -- HOW **AUNT**
MAY LOVED READING
IT TO US --

-- HOW WE
WANTED TO
STAY BOYS
FOREVER...



... HOW BADLY WE
WANTED TO
FLY..?

YEAH...
... I GUESS
WE GOT THAT
ONE, HUH?



BEN,
I...



I... NEVER
TOLD YOU
THIS, BUT...

... AUNT
MAY...

...



... AUNT
MAY
KNEW.

SHE
KNEW THAT
I-WE... WERE
SPIDER-MAN.

I DON'T
KNOW FOR HOW
LONG -- SHE SAID
THAT SHE HAD KNOWN
FOR AWHILE BUT
SHE'D **REFUSED** TO
ADMIT IT TO
HERSELF.

SHE
KNEW... AND
SHE **TOLD ME** --
THAT LAST TIME --
WHEN SHE TOOK ME
TO THE TOP OF THE
EMPIRE STATE
BUILDING.

I SHOULD
HAVE TOLD
YOU -- I **WANTED**
TO TELL YOU,
BUT...

IN THE HEART-RENDING
AMAZING SPIDER-MAN
#400 - Ralf.

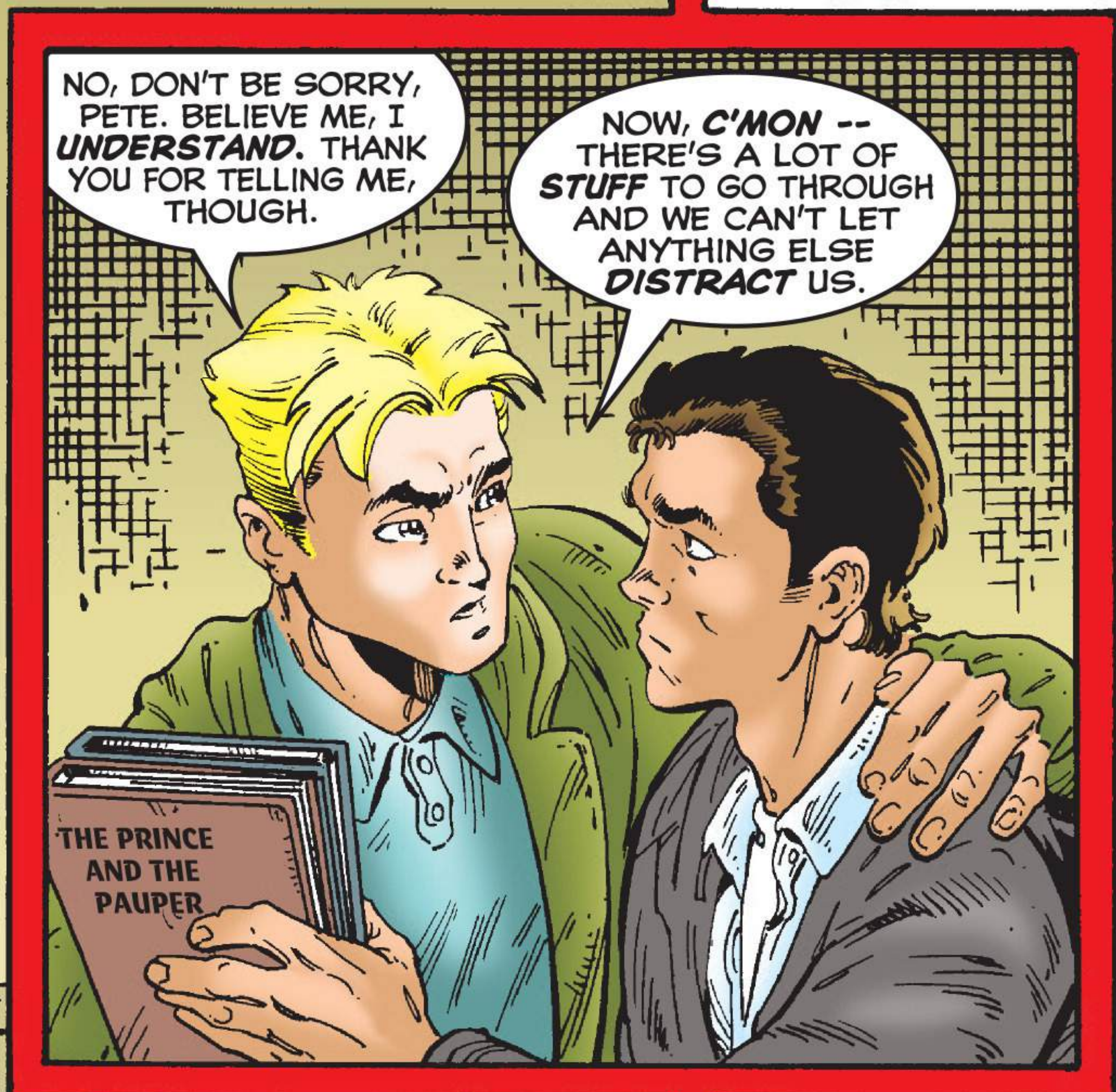


... BUT, THEN I FOUND OUT THAT I WAS
THE CLONE, AND... I DIDN'T MEAN
TO, BUT I GUESS, MAYBE
SUBCONSCIOUSLY...

... I KEPT IT TO
MYSELF BECAUSE I
WAS TRYING TO **HOLD**
ON TO THE ONE THING
THAT MADE ME FEEL
SPECIAL --

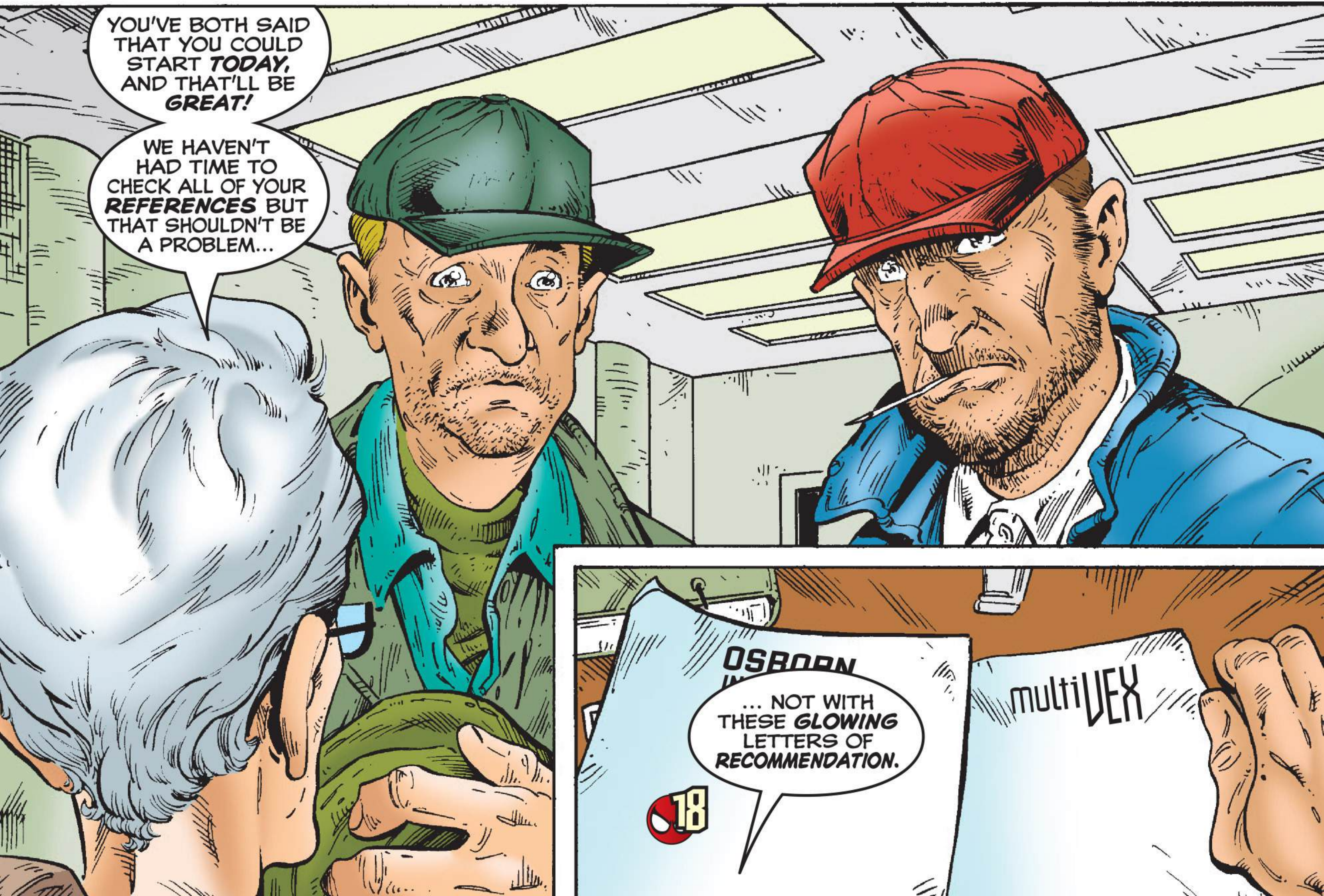
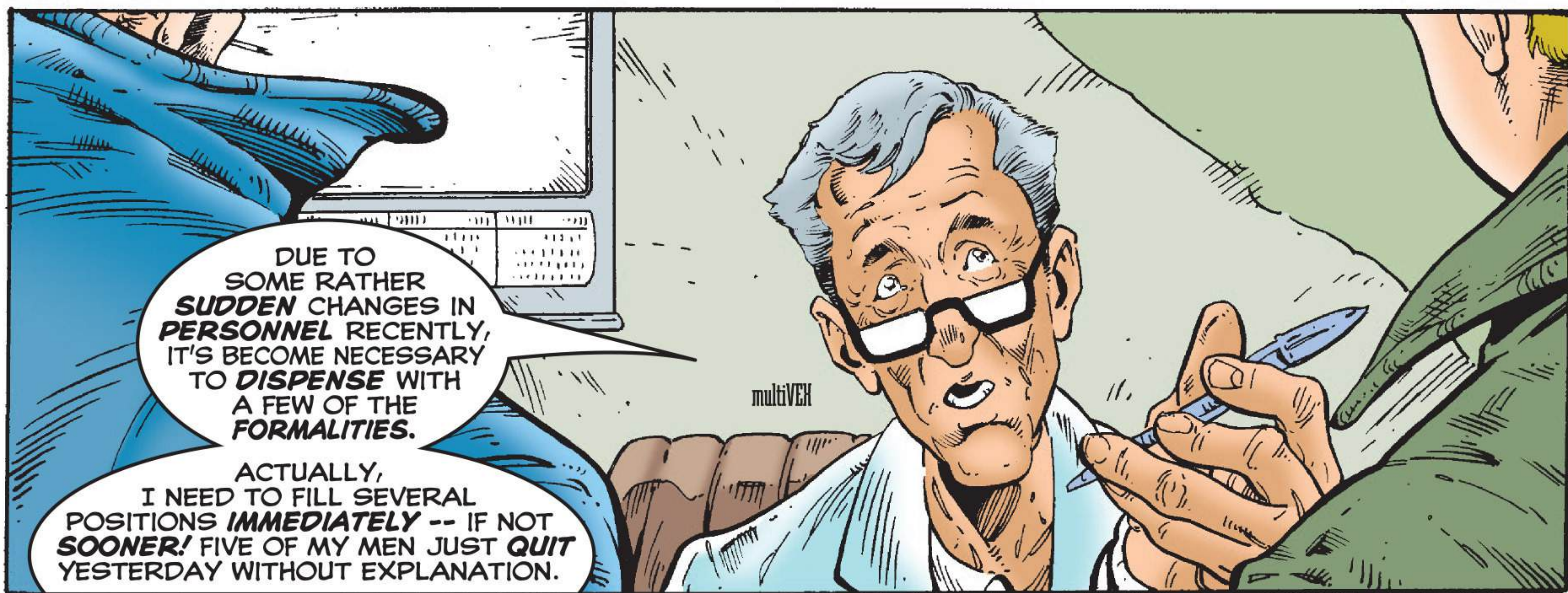
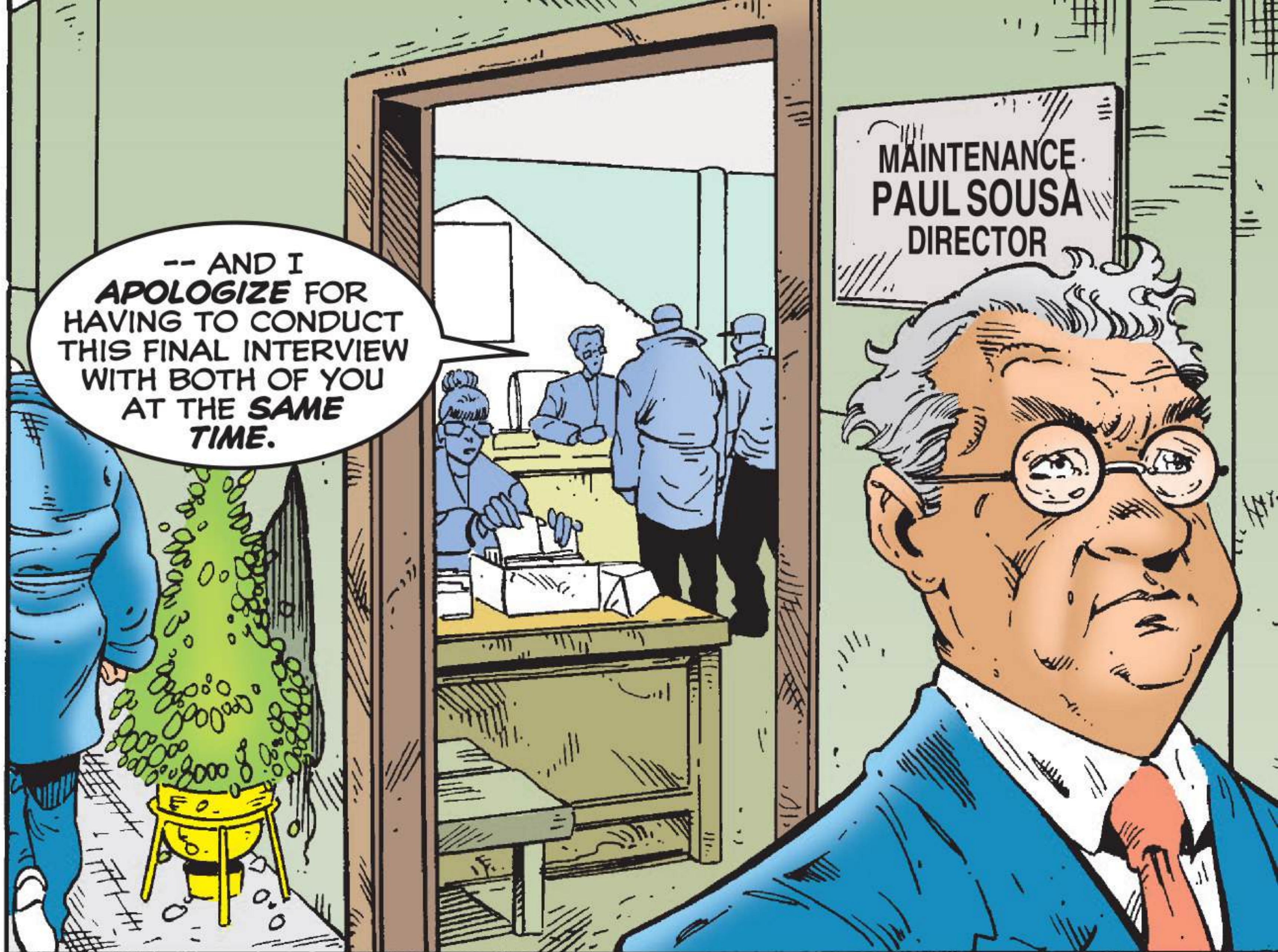
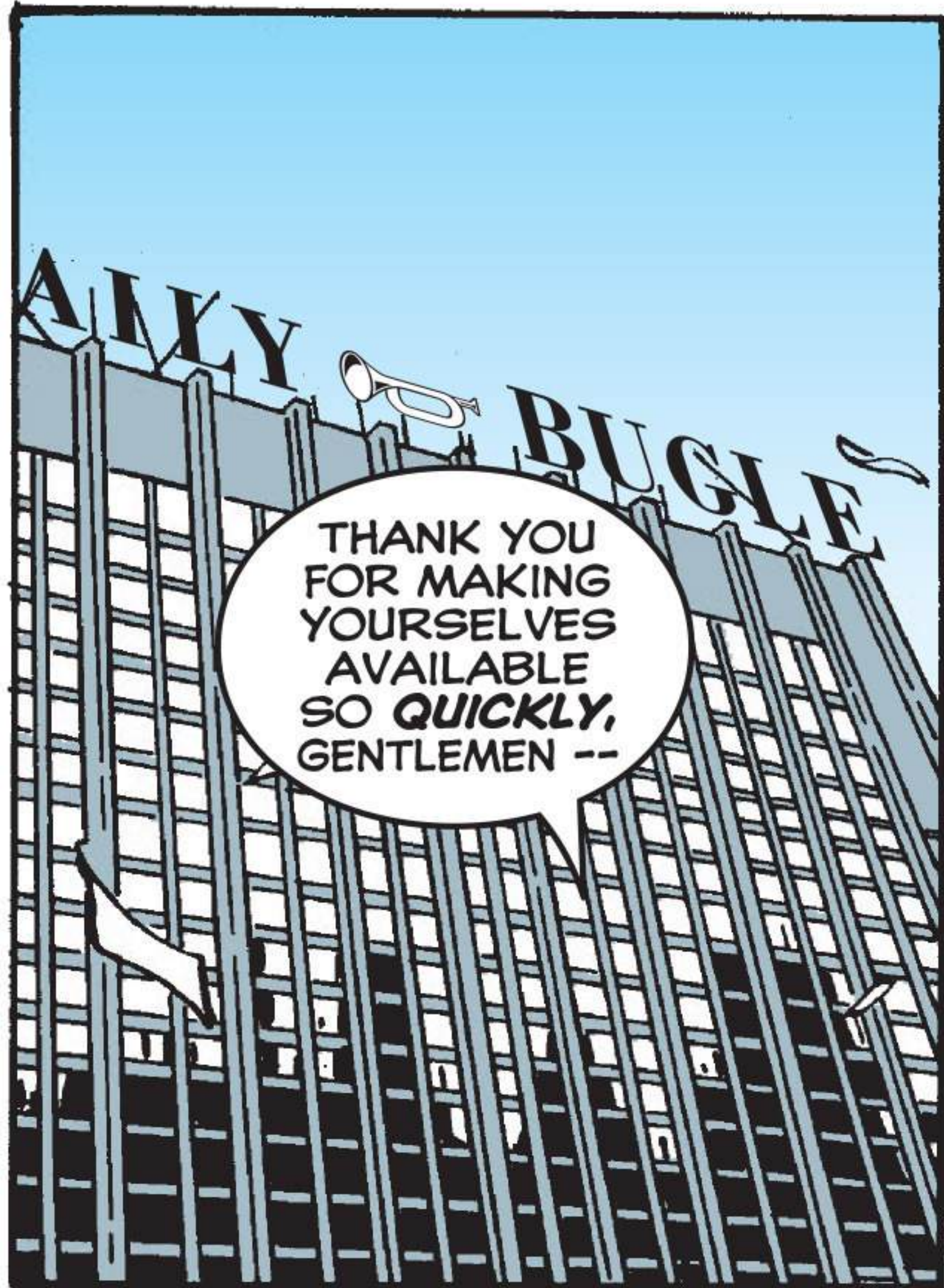
-- THAT MADE
ME FEEL LIKE
A **REAL LIVE**
PERSON.

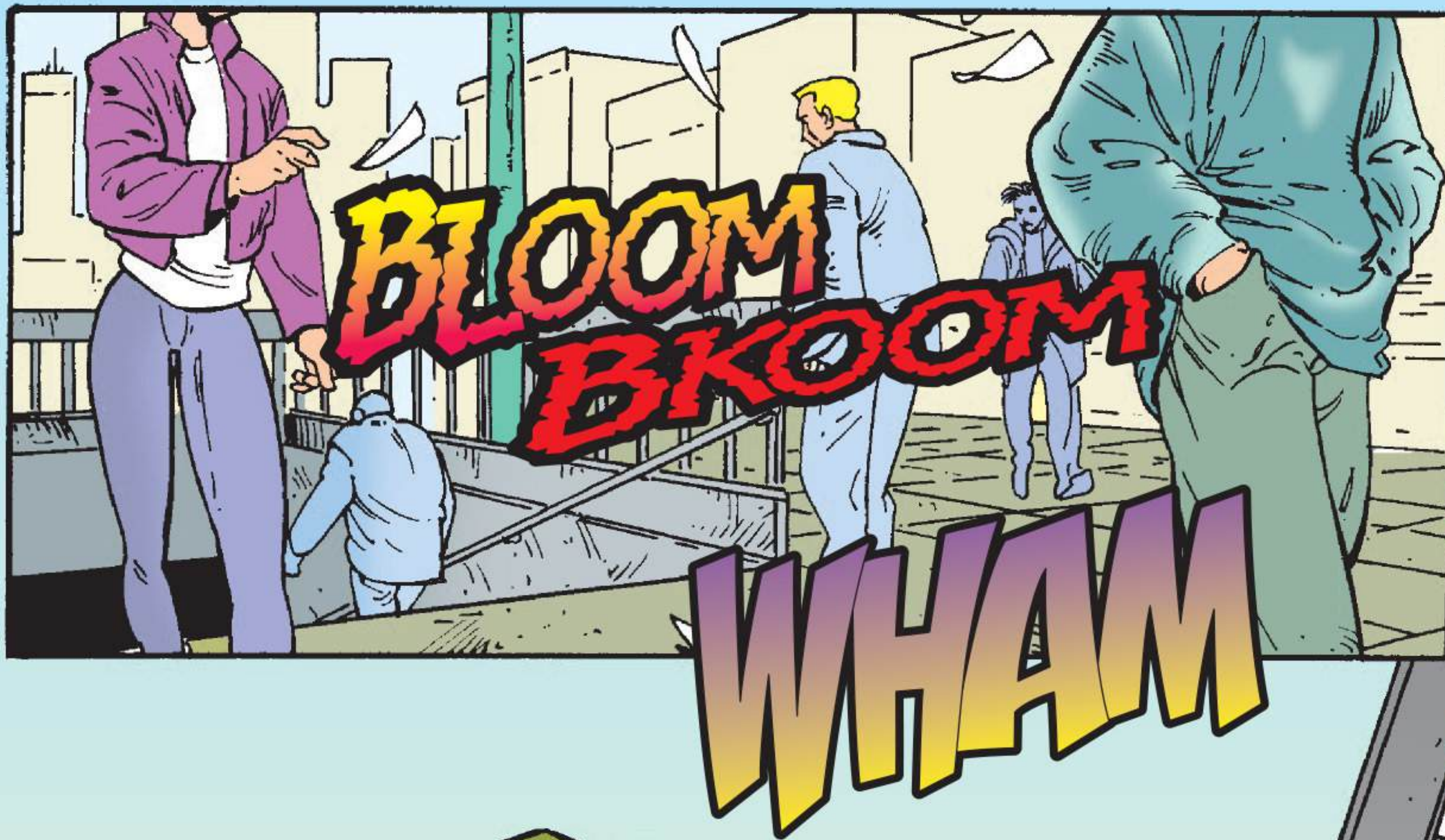
I'M
SORRY.



NO, DON'T BE SORRY,
PETE. BELIEVE ME, I
UNDERSTAND. THANK
YOU FOR TELLING ME,
THOUGH.

NOW, **C'MON** --
THERE'S A LOT OF
STUFF TO GO THROUGH
AND WE CAN'T LET
ANYTHING ELSE
DISTRACT US.





CRUNCH

YOU'RE RESOURCEFUL,
TRAINER -- I'LL
GIVE YOU THAT! --

NO NO
NO NO NO!
NOT NOW! NOT
WHEN I'M SO
CLOSE!

BUT YOUR MERRY CHASE
IS OVER! YOU ARE NO
LONGER "INDISPENSABLE"...

... NOW YOU ARE A LIVING,
BREATHING LIABILITY THAT
NEEDS TO BE DEALT WITH!

HAVE TO
GET AWAY! --
HAVE TO --

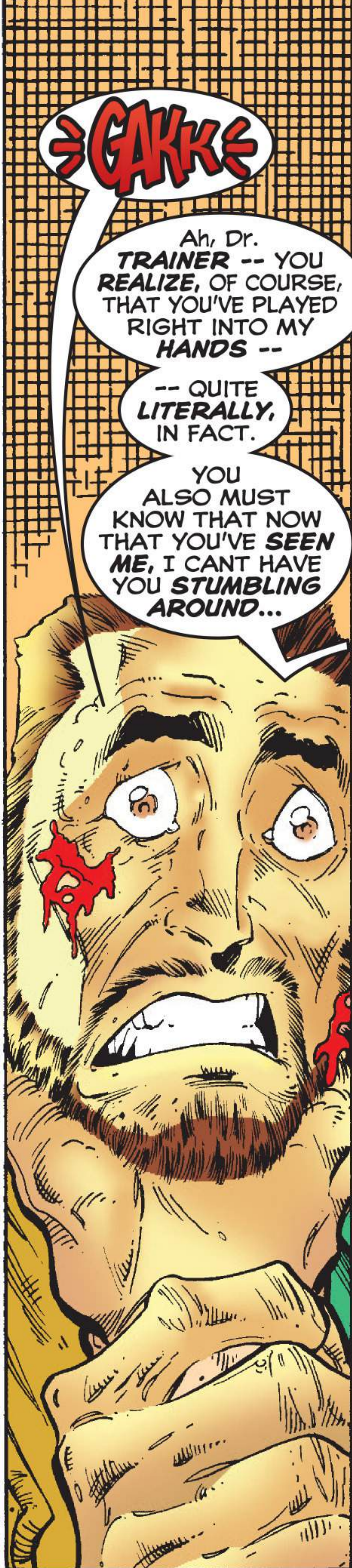
SLOOP



DID IT?!...!

BUT WHY
ISN'T HE...
COMING
AFTER
ME?!?

WHY
ISN'T
HE --

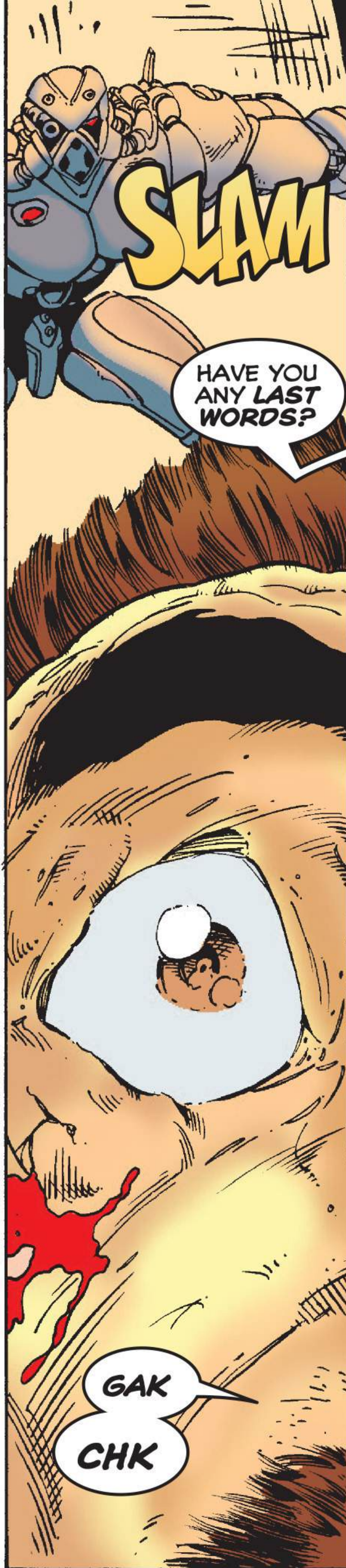


GAKKE

Ah, Dr.
TRAINER -- YOU
REALIZE, OF COURSE,
THAT YOU'VE PLAYED
RIGHT INTO MY
HANDS --

-- QUITE
LITERALLY,
IN FACT.

YOU
ALSO MUST
KNOW THAT NOW
THAT YOU'VE SEEN
ME, I CANT HAVE
YOU STUMBLING
AROUND...



SLAM

HAVE YOU
ANY LAST
WORDS?

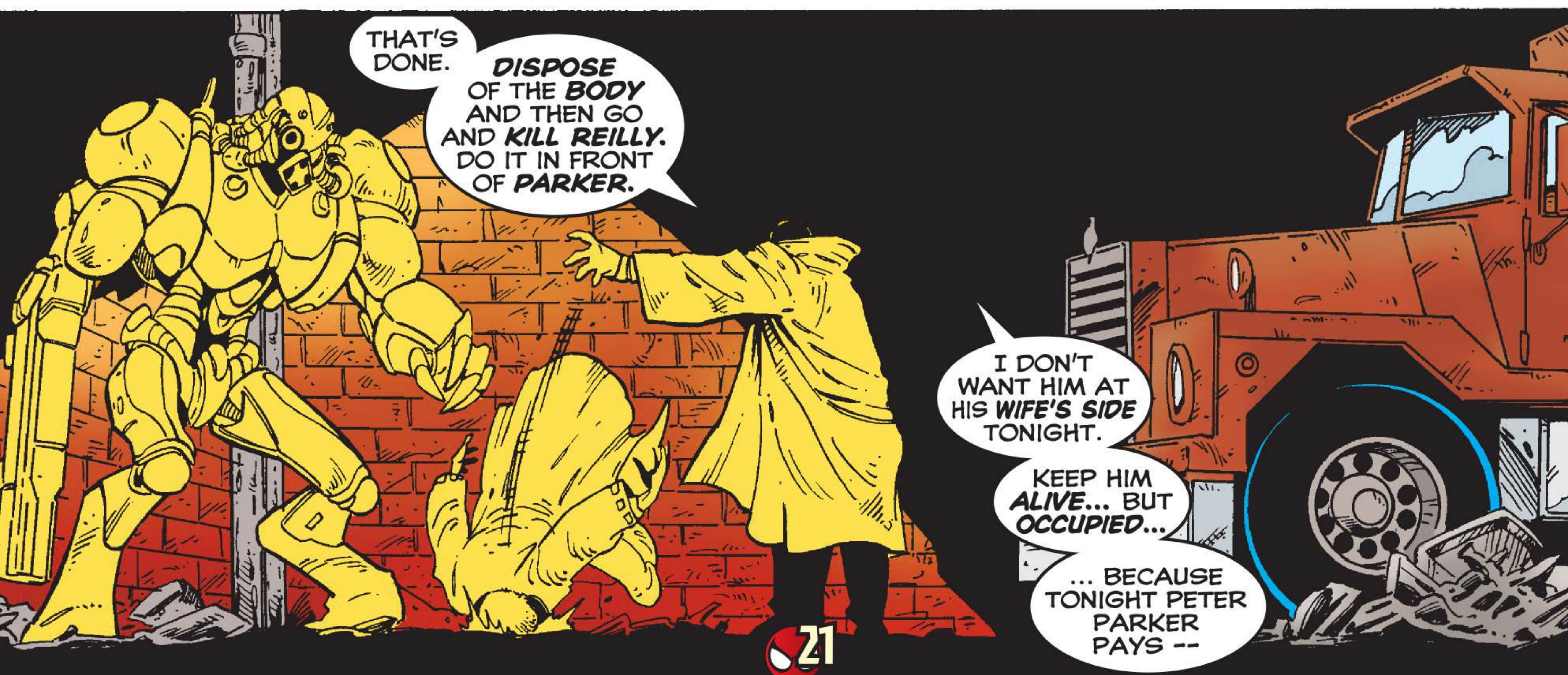


I
THOUGHT
NOT.

KRAK

GAK

CHK



THAT'S
DONE.

DISPOSE
OF THE BODY
AND THEN GO
AND KILL REILLY.
DO IT IN FRONT
OF PARKER.

I DON'T
WANT HIM AT
HIS WIFE'S SIDE
TONIGHT.

KEEP HIM
ALIVE... BUT
OCCUPIED...

... BECAUSE
TONIGHT PETER
PARKER
PAYS --

"-- FOR HAVING A LIFE!"

E-4.

HIT.

I SUNK IT, DIDN'T I?!

YES.

OKAY, I GET TO GO AGAI --

HELLO?

NO, HONEY -- WE'RE GETTING A LOT DONE...

D-6!

WELL, AUNT ANNA AND I WERE JUST WONDERING IF YOU BOYS WOULD LIKE TO MEET US FOR AN EARLY DINNER DOWN AT THE DAILY GRIND --

-- HEY! ARE YOU GUYS PLAYING BATTLESHIP?

NO, HONEY -- NO BATTLESHIP HERE.

HEY, BRO, -- MJ WANTS TO KNOW IF WE WANT TO MEET THEM AT THE DAILY GRIND FOR DINNER?

BEN SAYS FINE, HONEY -- WE'LL SEE YOU THERE IN AN HOUR-AND-A-HALF.

DON'T COUNT ON IT, PETER...

... DON'T COUNT ON IT.

CONTINUED IN:
SENSATIONAL
SPIDER-MAN II

MARVEL[®]
COMICS



SPIDER-MAN[®]

DEC '96

11

APPROVED
BY THE
COMICS
CODE
AUTHORITY

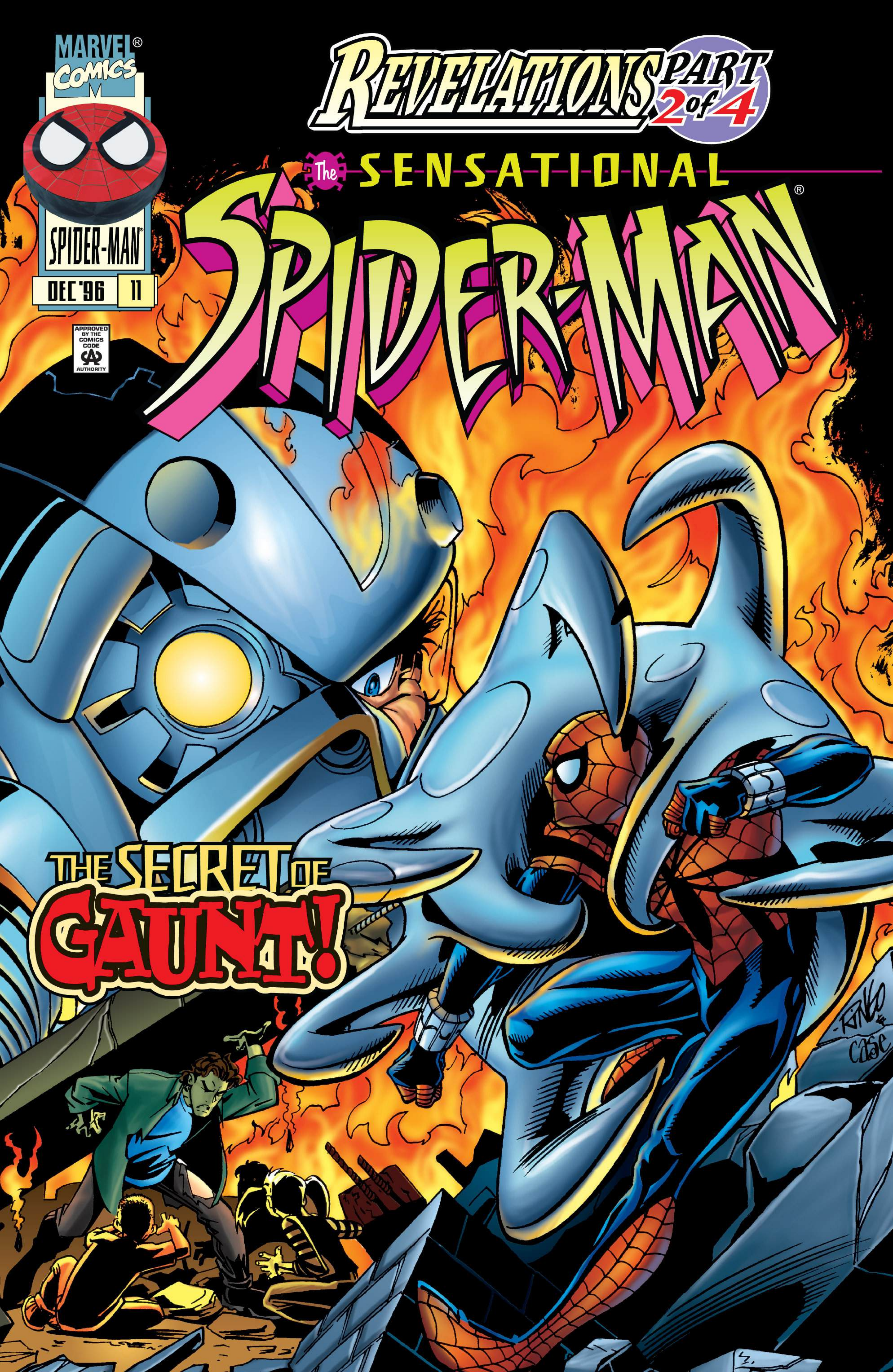
REVELATIONS *PART* 2 of 4

The

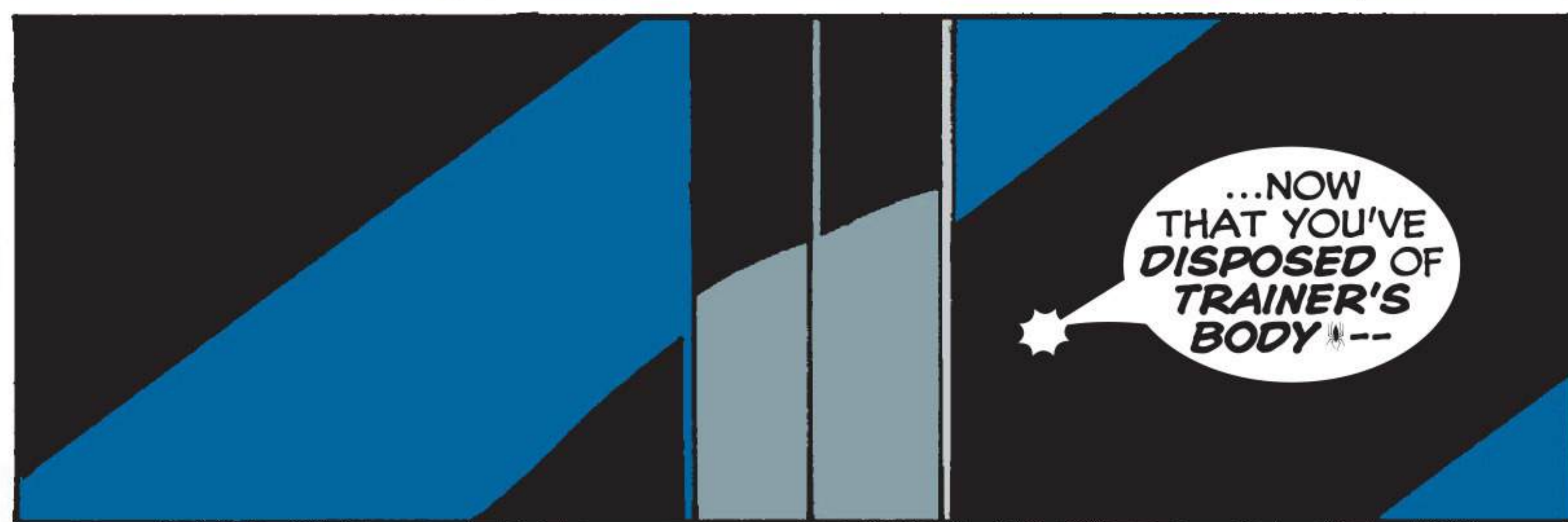
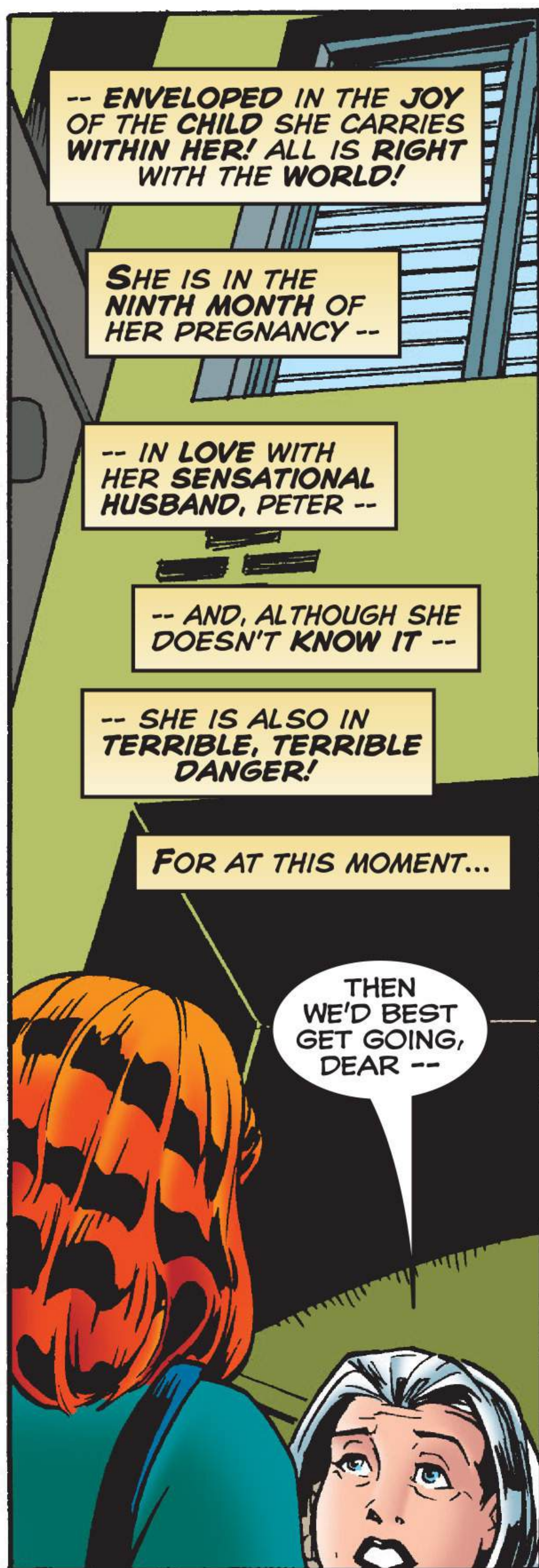
SENSATIONAL

SPIDER-MAN[®]

THE SECRET OF
GAUNT!



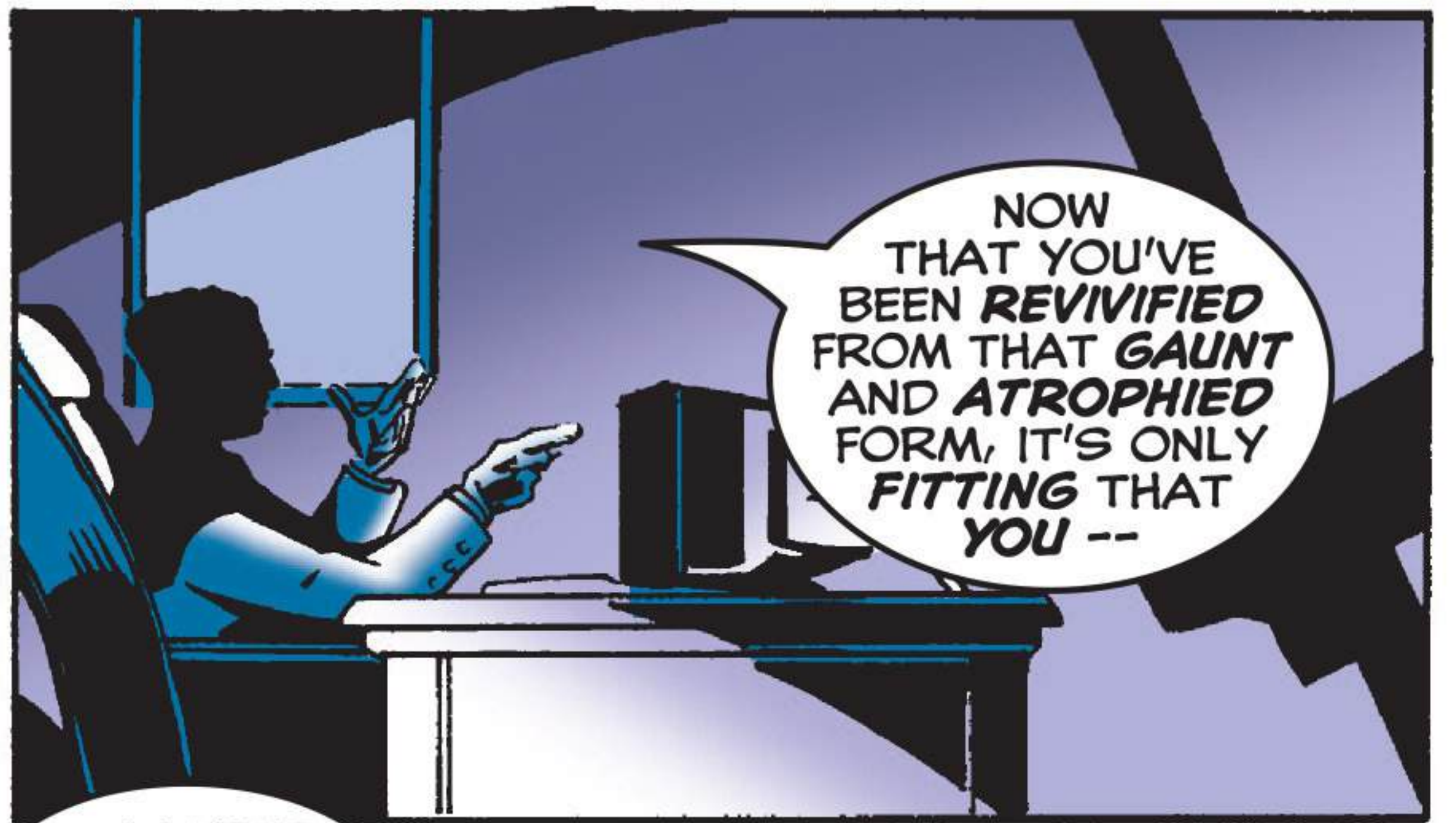
Ringo
Case





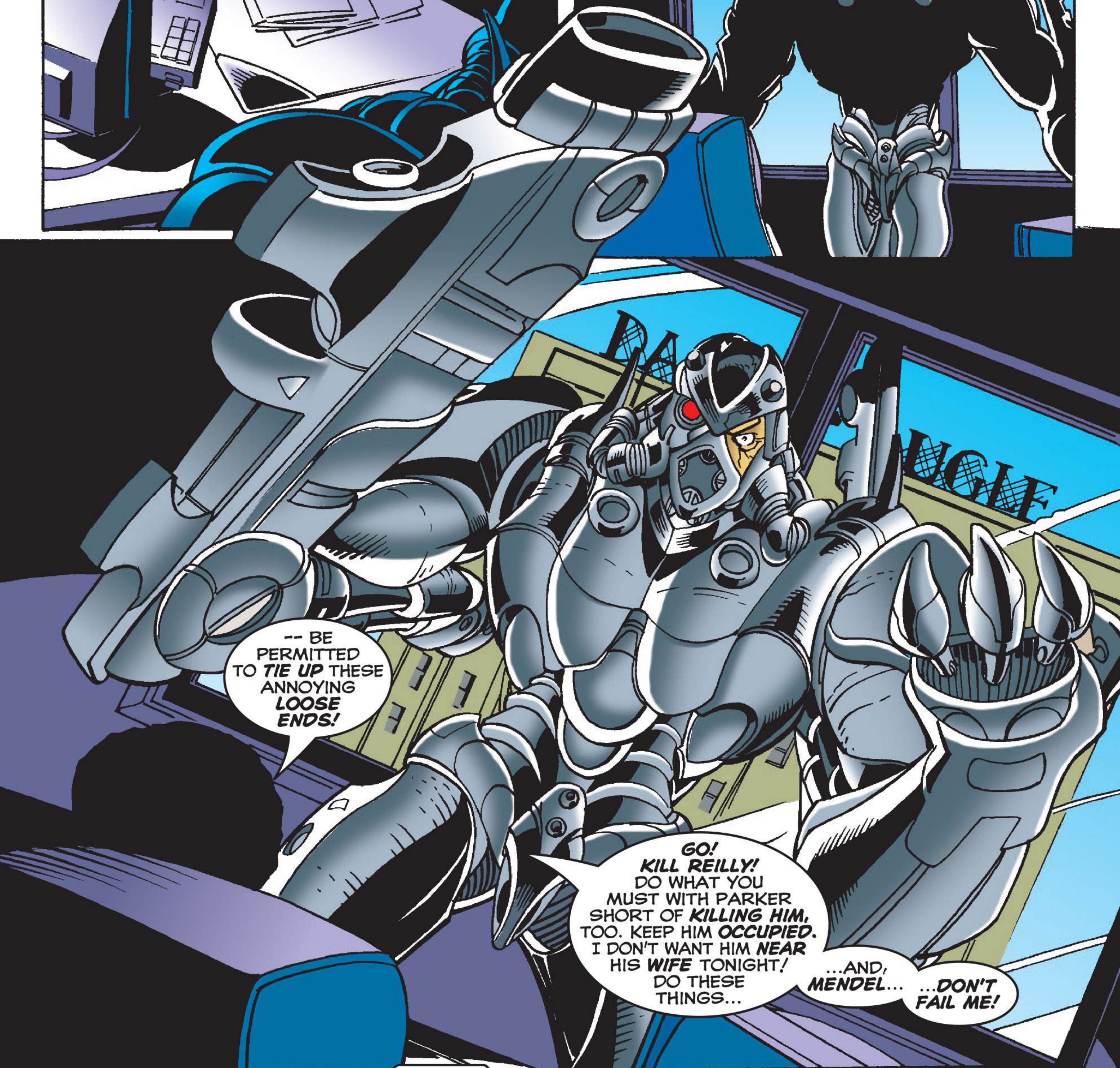
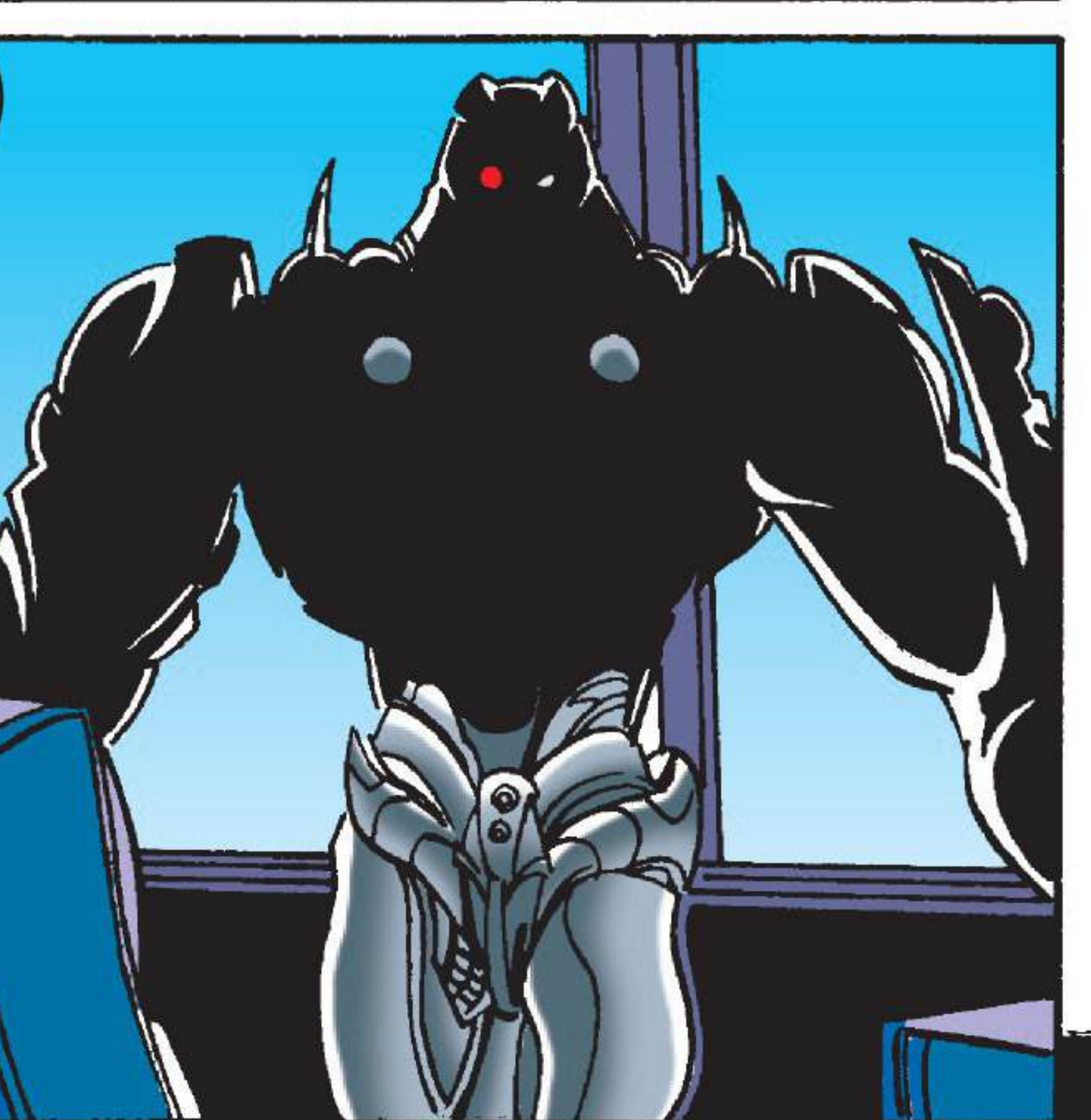
DO IT AS I SAID! I WANT BEN REILLY SLAIN RIGHT BEFORE PETER PARKER'S EYES!

WE'LL TEACH THAT PATHETIC LITTLE WASTE THE PENALTY FOR DARING TO HAVE A LIFE!



NOW THAT YOU'VE BEEN REVIVIFIED FROM THAT GAUNT AND ATROPHIED FORM, IT'S ONLY FITTING THAT YOU --

-- IN YOUR IMPRESSIVE, NEW ROBOTIC ARMOR --



-- BE PERMITTED TO TIE UP THESE ANNOYING LOOSE ENDS!

GO! KILL REILLY! DO WHAT YOU MUST WITH PARKER SHORT OF KILLING HIM, TOO. KEEP HIM OCCUPIED. I DON'T WANT HIM NEAR HIS WIFE TONIGHT! DO THESE THINGS...

...AND, MENDEL...

...DON'T FAIL ME!



IT WILL BE DONE!



THEY CAN'T DO THIS..!



THE OFFICE
OF J. JONAH
JAMESON...

... AN
EMERGENCY BOARD
MEETING...? AT 11:30
AT NIGHT...?



ON
HALLOWEEN,
FOR PETE'S
SAKE!

THIS IS
RIDICULOUS!
AN **OUTRAGE!**

I'M THE
EDITOR, PUBLISHER,
AND OWNER OF THIS
PAPER! I'M **PRESIDENT**
OF THAT **BOARD OF**
DIRECTORS!

IF THEY
THINK THEY CAN
GET AWAY WITH ISSUING
THIS ANNOUNCEMENT,
DEMANDING MY
ATTENDANCE --

-- **SERVING**
ME WITH IT LIKE
IT'S SOME KIND OF
BLASTED **SUBPOENA...**



... WELL, THEN, I'LL **TELL**
YOU SOMETHING, ROBBIE --
THEY'VE GOT ANOTHER
THINK COMING!

IT'S THEIR **RIGHT**
TO CALL AN
EMERGENCY
MEETING,
JONAH --

-- AND WITH
THE RECENT **LAYOFFS**
AND **FINANCIAL STATUS** OF
THE PAPER, THEY MUST FEEL
THAT IT'S NECESSARY...



IF IT
MAKES YOU FEEL
ANY BETTER, I GOT
ONE, TOO.

BAH!



JONAH..?

JONAH,
WHAT ARE YOU
DOING?!

-- GRUMBLE
GRUMBLE --

... LOOKING FOR
SOMETHING...



THE PARKER HOME
IN NEARBY FOREST
HILLS --

WAIT!
A MINUTE!
WE CAN'T GO
YET... I...

...WHERE'D
I LEAVE THAT
THING..?

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

REVELATIONS

PART
2 of 4

TODD DEZAGO Words
MIKE WIERINGO &
RICHARD CASE Art

RICHARD STARKINGS and
COMICRAFT Letters
GREGORY WRIGHT Colors
GCW Enhancement

RALPH MACCHIO Editor
MARK BERNARDO Consulting Editor
BOB HARRAS Chief Spider

A STAN LEE
Presentation

DEADLY DIVERSIONS



YEAH,
THAT'S IT --
THANKS,
BEN.

SO
THIS KEEPS
YOU WIRED
INTO MARY
JANE...?



YEAH,
Y'KNOW --

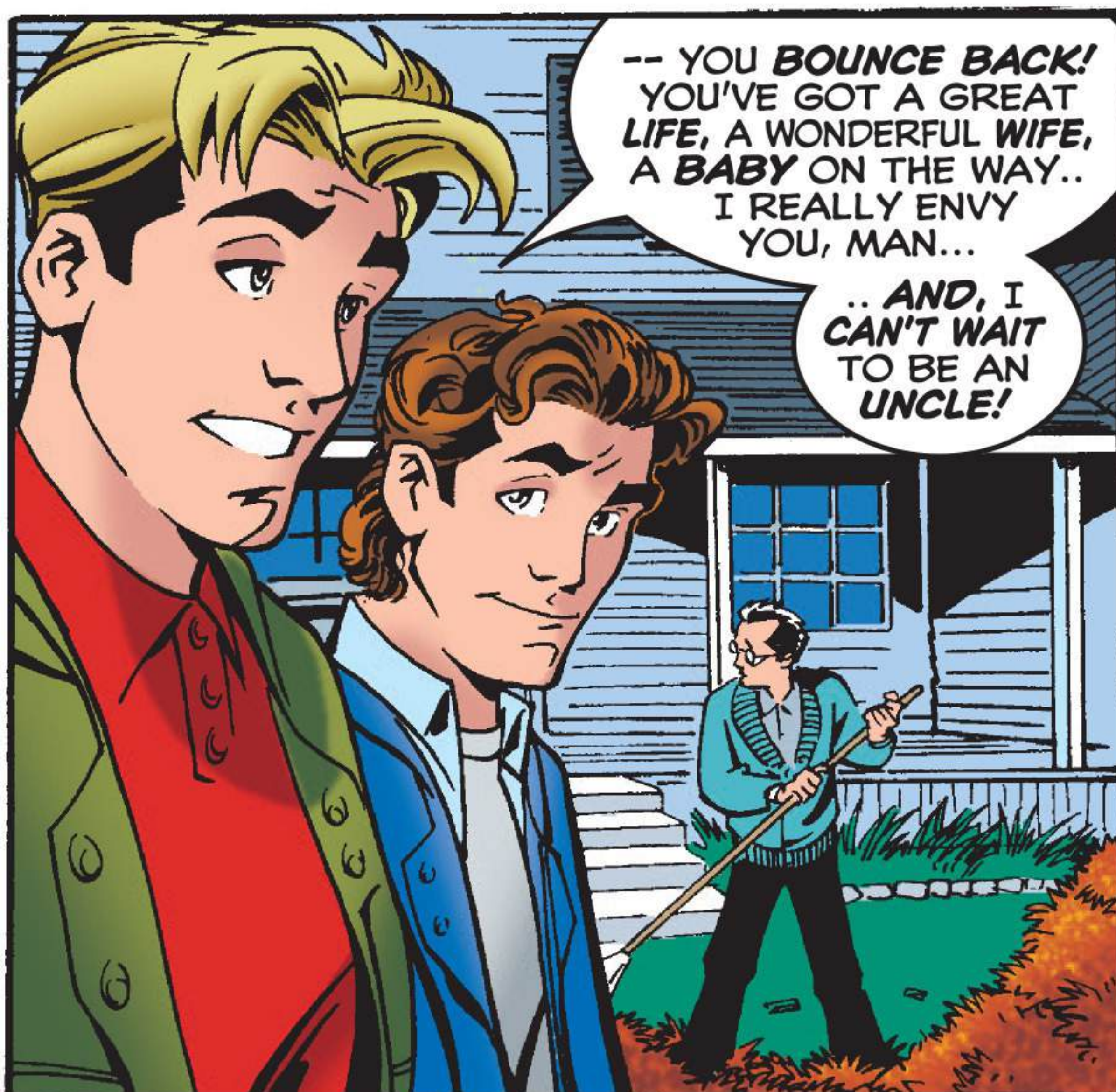
-- SO SHE
CAN **GET IN TOUCH**
WITH ME IF SHE GOES
INTO **LABOR** WHILE
I'M AT **WORK** OR
SOMETHING...

COOL.



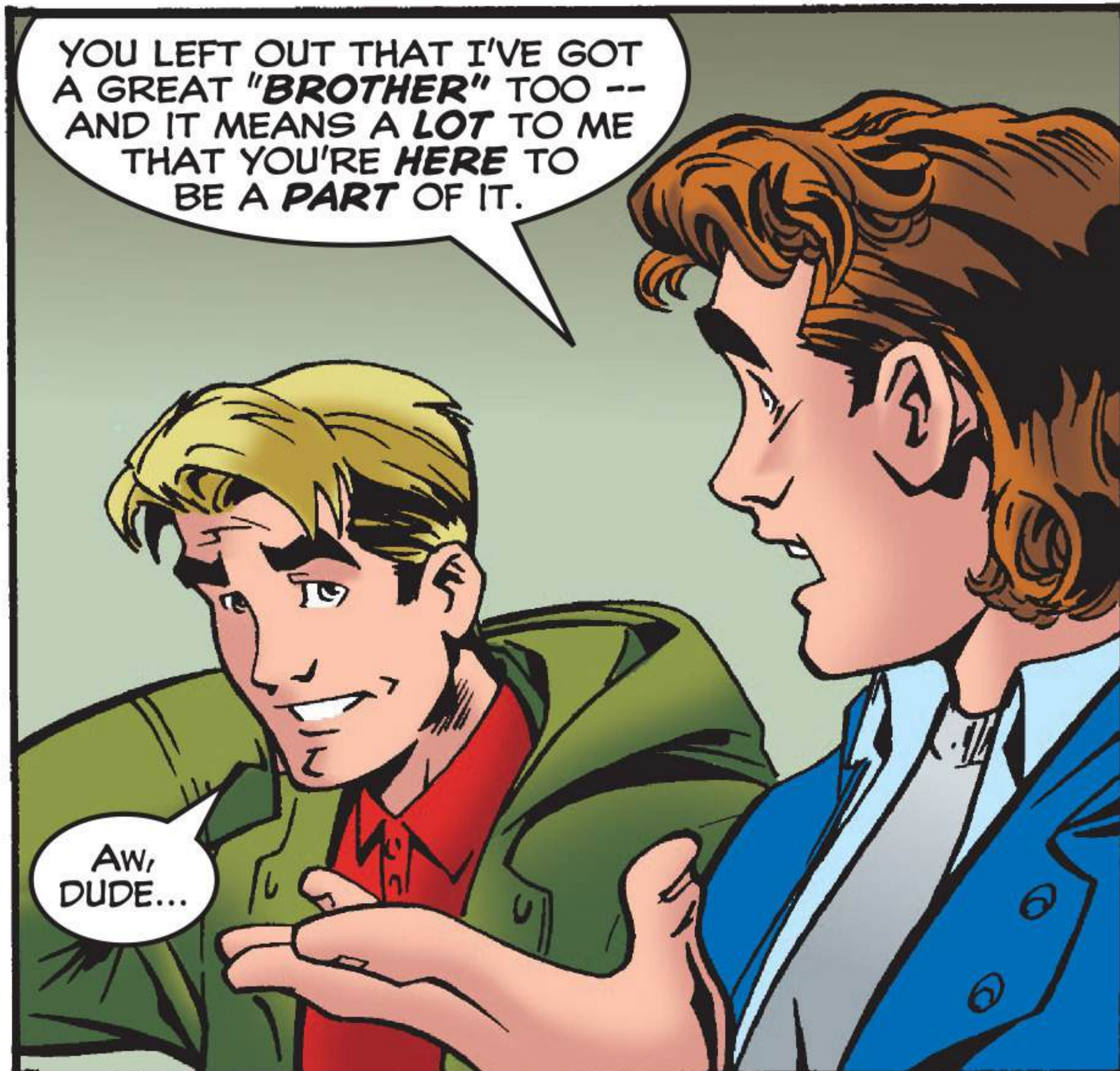
Y'KNOW,
PETE -- I CAN'T
TELL YOU HOW MUCH
I **ADMIRE** YOU --
YOUR ABILITY TO
SURVIVE.

YOU'VE
BEEN THROUGH
SO MUCH! BUT NO
MATTER WHAT YOU
GET **THROWN** AT
YOU --



-- YOU **BOUNCE BACK!**
YOU'VE GOT A GREAT
LIFE, A WONDERFUL **WIFE**,
A **BABY** ON THE WAY..
I REALLY ENVY
YOU, MAN...

.. AND, I
CAN'T WAIT
TO BE AN
UNCLE!



YOU LEFT OUT THAT I'VE GOT
A GREAT "**BROTHER**" TOO --
AND IT MEANS A **LOT** TO ME
THAT YOU'RE **HERE** TO
BE A **PART** OF IT.

Aw,
DUDE...



A BIT LATER --

MAN, SOMETIMES IT SEEMS
LIKE THE CITY IS **NEVER** GONNA
RECOVER FROM ALL THE
DAMAGE CAUSED BY
ONSLAUGHT!



YEAH, BUT
IT'S NOT JUST THE
MATERIAL THINGS
THAT NEED TO BE
REBUILT. IT'S THINGS
YOU CAN'T **TOUCH**,
AS WELL...



...THINGS
LIKE **HOPE**.

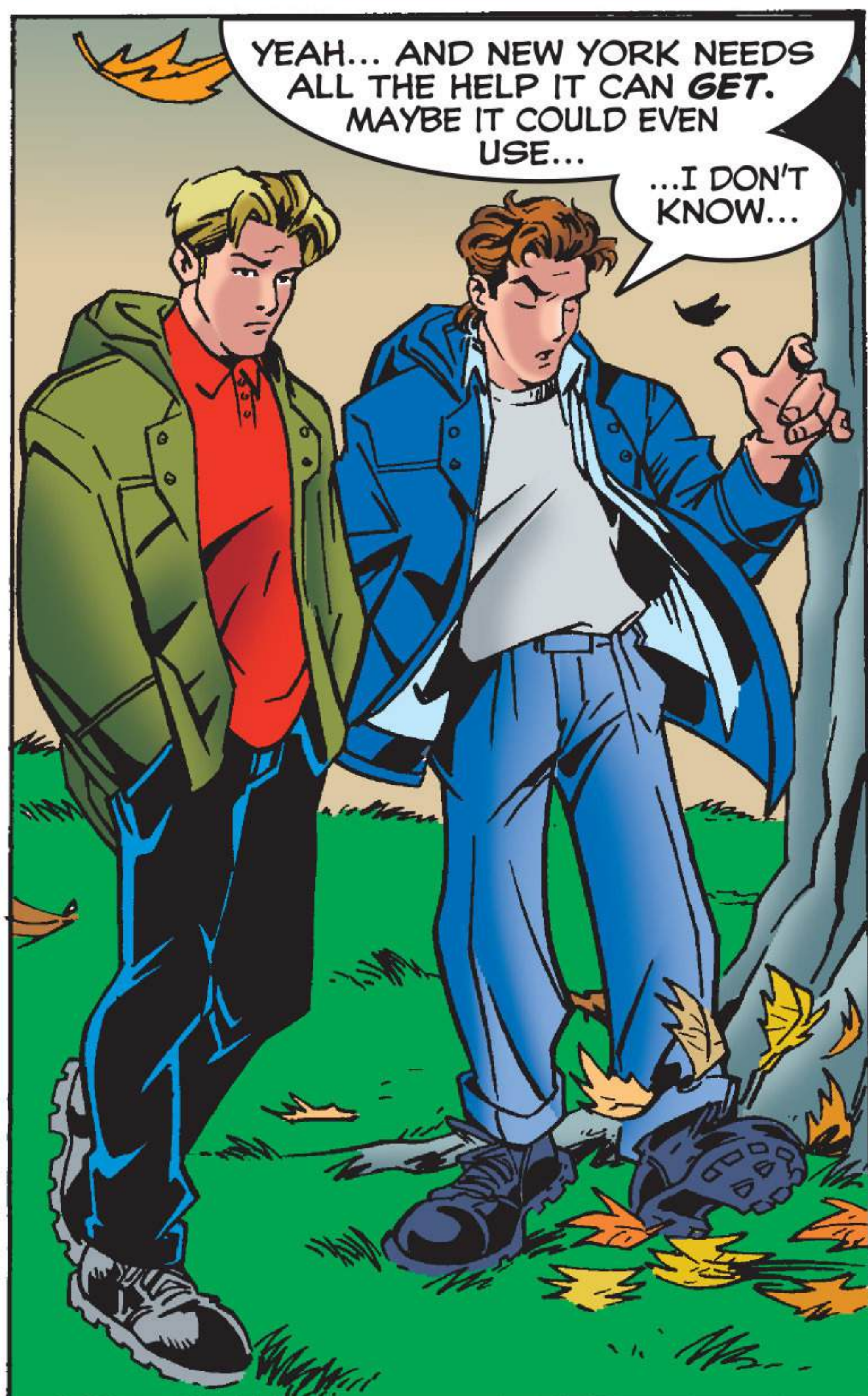
THE **FF**,
THE **AVENGERS** --
THEY GAVE PEOPLE
HOPE -- A SENSE OF
SECURITY. PEOPLE
MIGHT HAVE NEVER
EVEN SEEN
THEM...

... BUT JUST
KNOWING THEY WERE
THERE GAVE PEOPLE
A FEELING THAT THEY
WERE **SAFE**...
PROTECTED...

BUT
NOW THAT
THEY'RE
GONE...

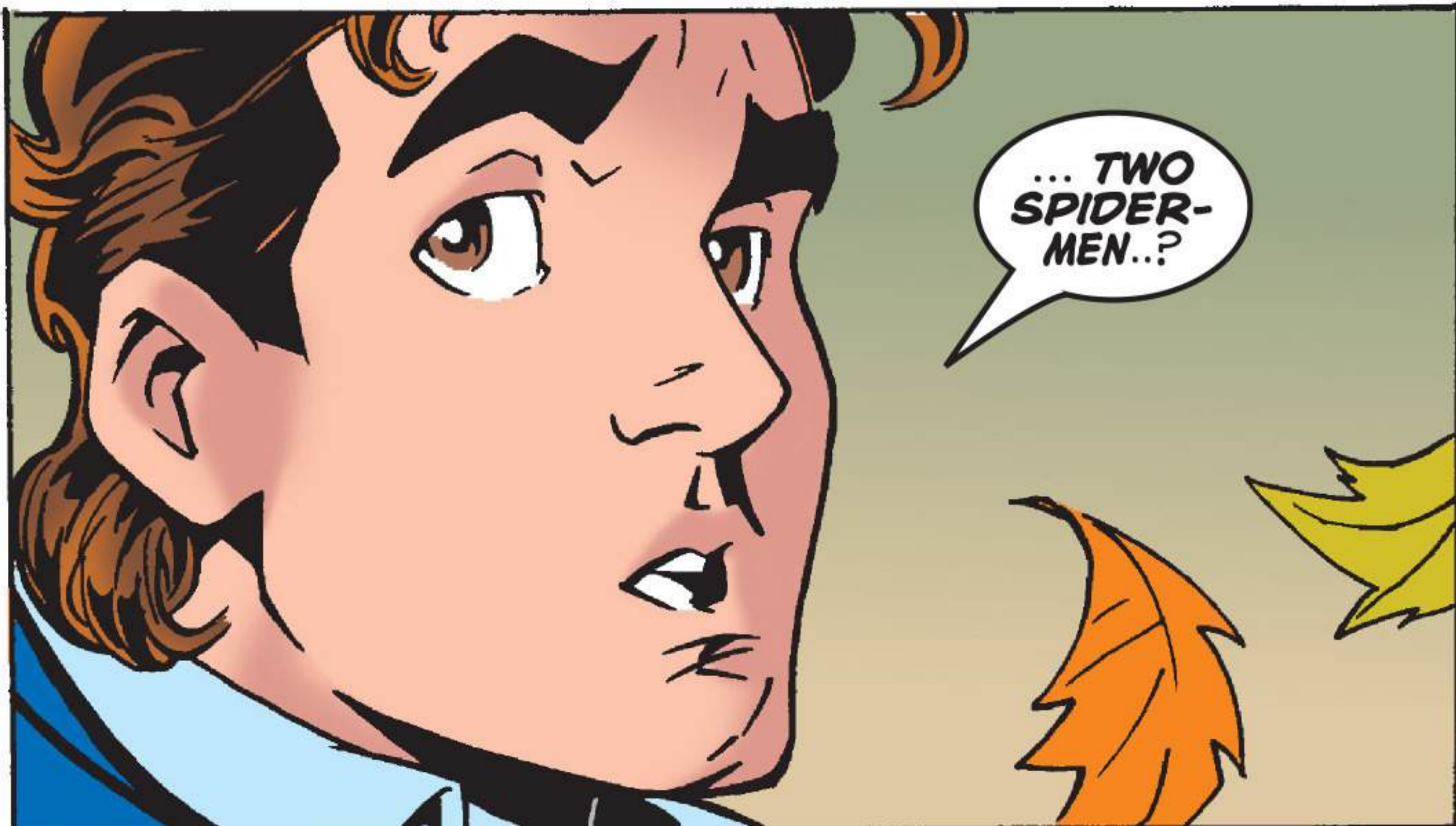


... THE
WORLD NEEDS
HEROES.



YEAH... AND NEW YORK NEEDS
ALL THE HELP IT CAN **GET**.
MAYBE IT COULD EVEN
USE...

...I DON'T
KNOW...



... TWO
SPIDER-
MEN...?



Y'KNOW,
IT'S A **FUNNY**
THING ABOUT
US BEING THE
SAME GUY...

...I **KNEW**
YOU WERE
GONNA SAY
THAT!



ACTUALLY,
I HAVE TO **ADMIT**
I HAD BEEN
THINKING ABOUT IT
MYSELF --

-- BUT
YOU'VE GOT **NEW**
RESPONSIBILITIES
NOW, PETE. **MARY JANE**, THE
BABY... NOT TO MENTION
THAT YOUR POWERS TEND
TO CUT OUT WHEN YOU
NEED THEM **THE**
MOST!



NO **THEY**
DON'T!

THEY'VE
ALMOST FULLY
RETURNED
AND I --



BUSTED!

MARY JANE
TOLD ME THAT YOU FELL
OFF THE CEILING! **SORRY,**
PAL -- NOBODY IN THE
CLUB IF YA CAN'T STAY
ON THE **CEILING!**



Oh,
YEAH...?

CHECK
IT OUT!

JEEZ --
PETER...!/?



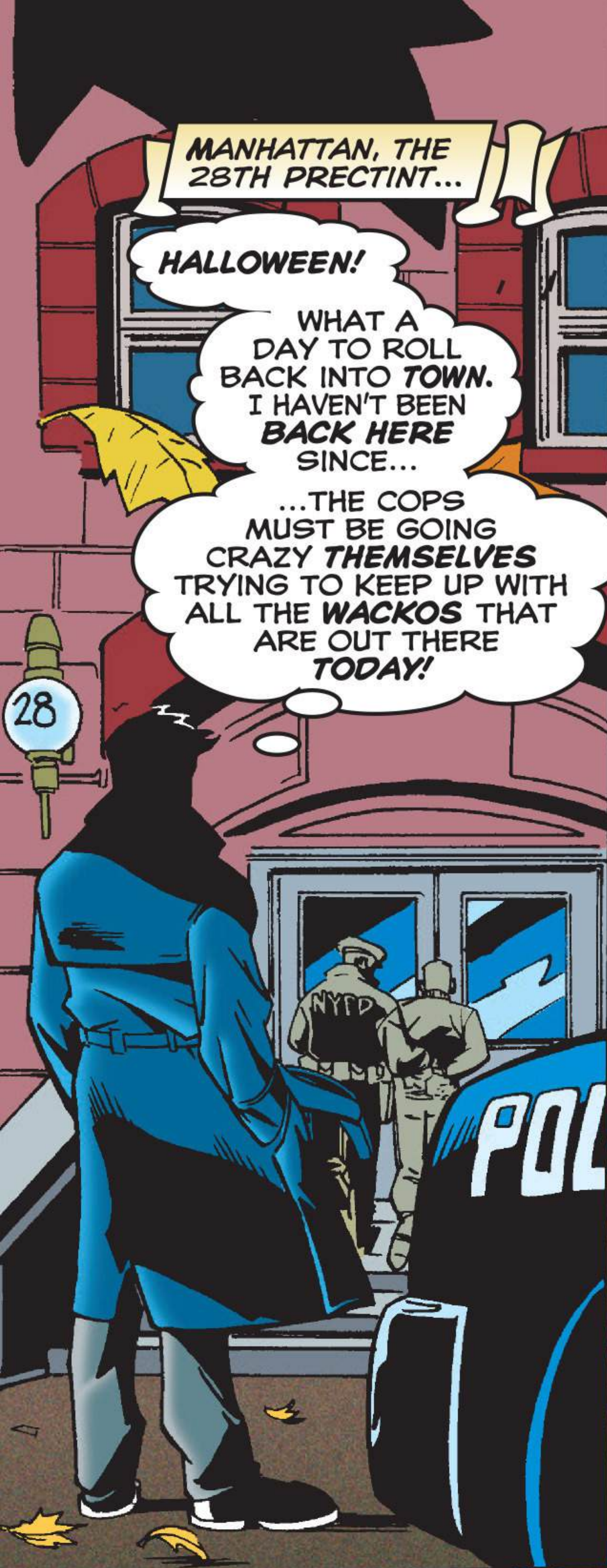
CHILL. MY SPIDER-SENSE IS WORKING... I KNEW NOBODY WAS WATCHING!

BUT LOOK, BEN -- MY POWERS ARE BACK! --

I'M BACK!

YEAH, YEAH, O-KAY... BUT COULD YOU GET DOWN NOW...

... BEFORE YOUR PICTURE SHOWS UP IN THE WEEKLY WORLD NEWS...?!

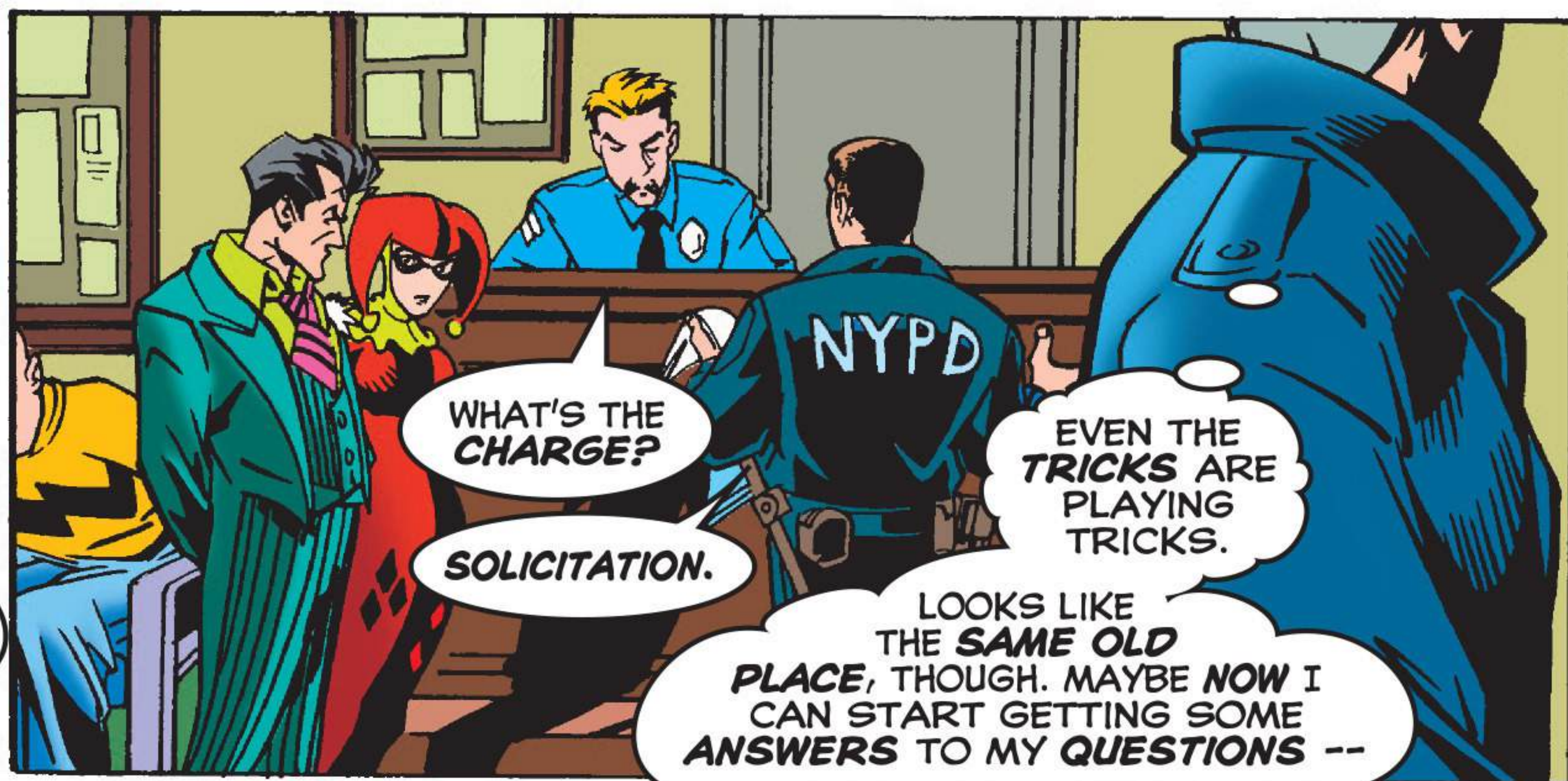


MANHATTAN, THE
28TH PRECINCT...

HALLOWEEN!

WHAT A
DAY TO ROLL
BACK INTO TOWN.
I HAVEN'T BEEN
BACK HERE
SINCE...

...THE COPS
MUST BE GOING
CRAZY **THEMSELVES**
TRYING TO KEEP UP WITH
ALL THE **WACKOS** THAT
ARE OUT THERE
TODAY!



WHAT'S THE
CHARGE?

SOLICITATION.

EVEN THE
TRICKS ARE
PLAYING
TRICKS.

LOOKS LIKE
THE **SAME OLD**
PLACE, THOUGH. MAYBE NOW I
CAN START GETTING SOME
ANSWERS TO MY **QUESTIONS --**



-- AND FINALLY **UNCOVER** SOME
INFORMATION THAT WILL HELP
ME **NAIL** THAT **WALL-CRAWLER**
TO THE **WALL!**

**DETECTIVE
TREVANE...?**

YEAH...
DO I **KNOW**
YOU?



NO -- BUT
I BELIEVE
WE SHARE A
COMMON
INTEREST...



WE SPOKE ON THE PHONE.
I'M **ARTHUR STACY.** YOU
WORKED WITH MY
BROTHER.

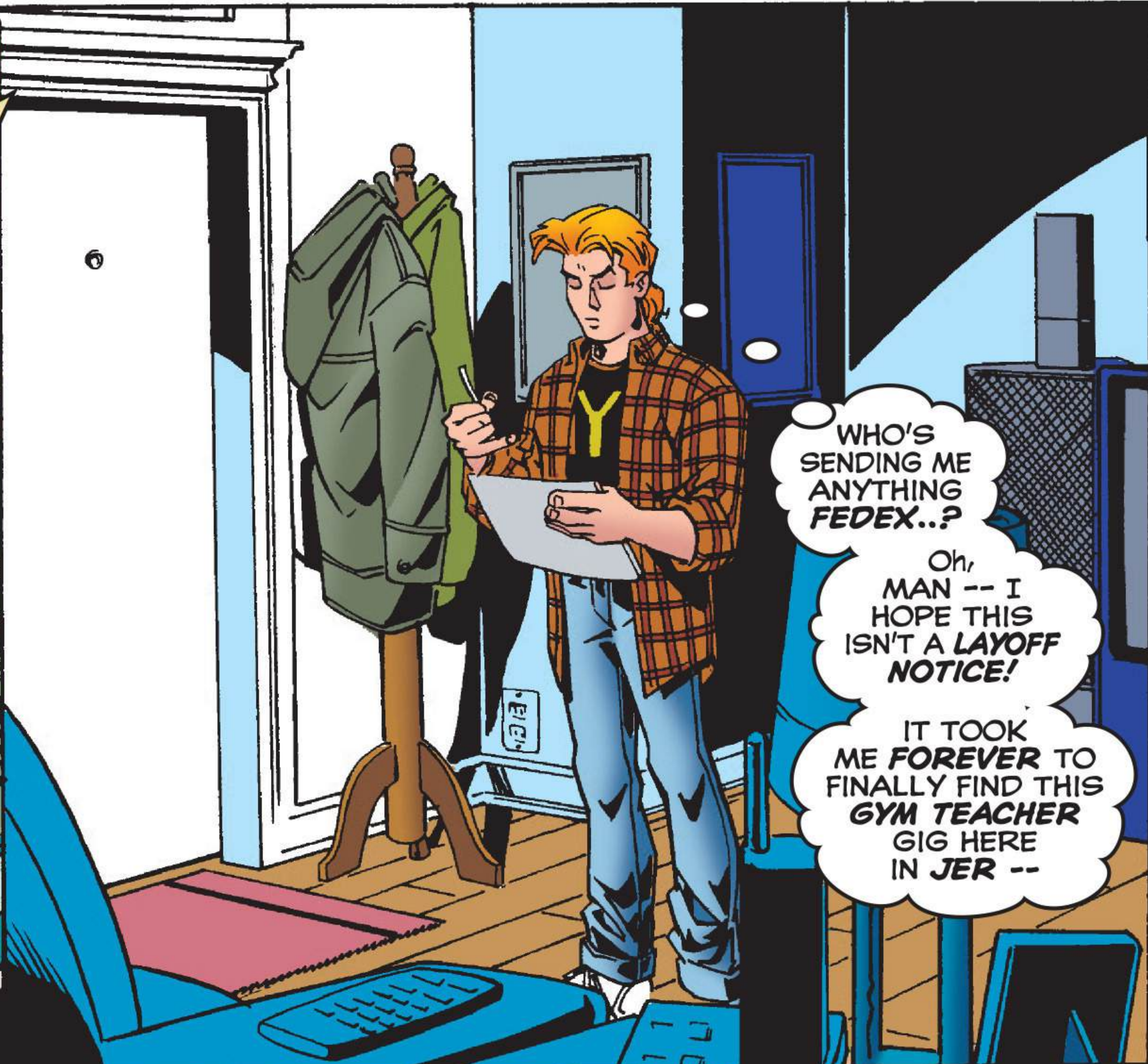
I WAS
HOPING YOU
COULD BRING
ME **UP TO**
SPEED ON --

-- **SPIDER-
MAN!**



THE HOBOKEN APARTMENT
OF FLASH THOMPSON --

FEDEX...?!



WHO'S
SENDING ME
ANYTHING
FEDEX...?

Oh,
MAN -- I
HOPE THIS
ISN'T A LAYOFF
NOTICE!

IT TOOK
ME FOREVER TO
FINALLY FIND THIS
GYM TEACHER
GIG HERE
IN JER --

WELL,
WHADDAYA
KNOW! --!

-- AN
INVITATION TO A
HALLOWEEN PARTY
TONIGHT AT HE
BUGLE...

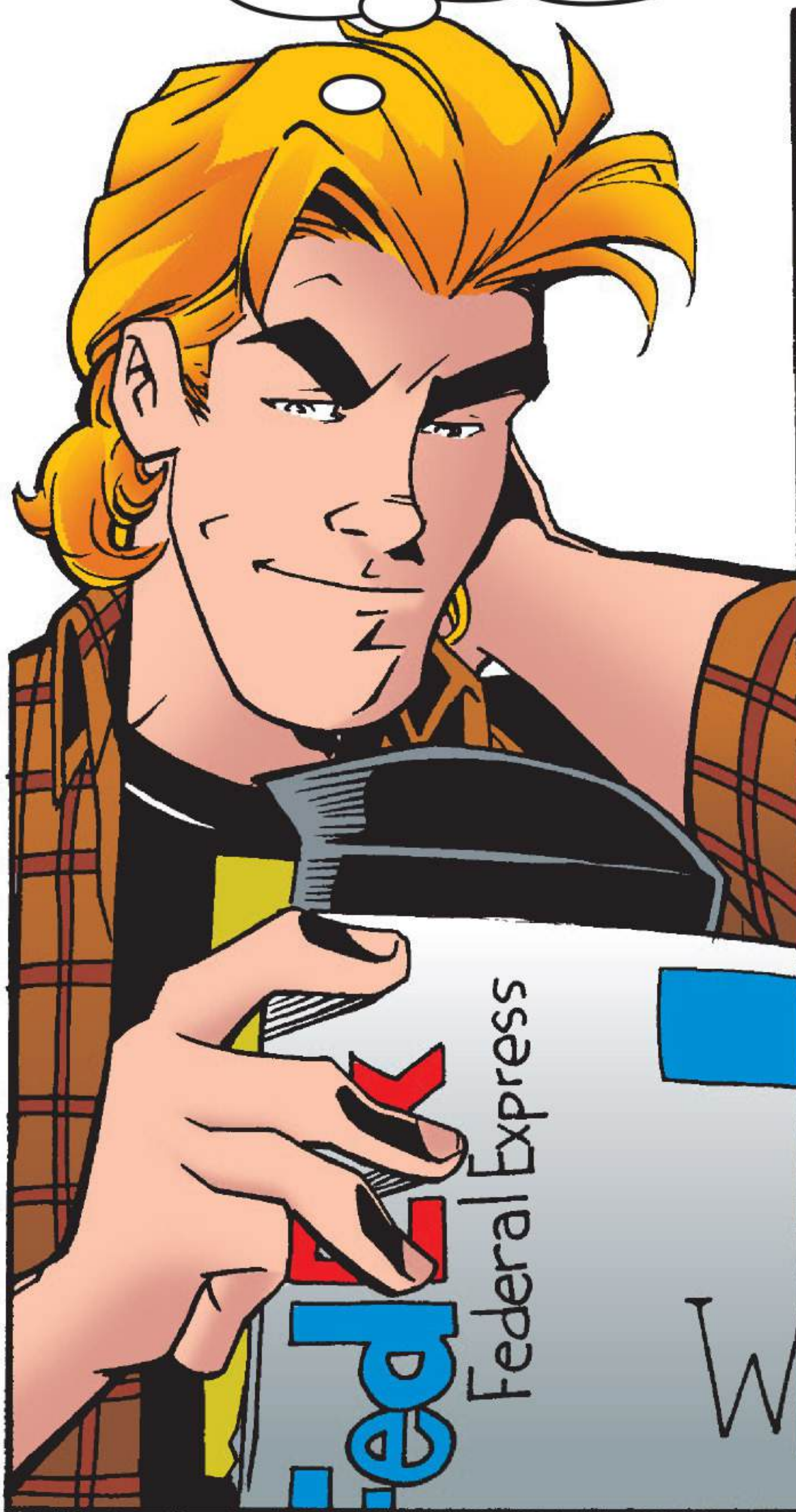
...SIGNED,
"ANONYMOUS...?"

... WELL THANKS,
PETEY-OLD-PAL! I WOULDN'T
MISS IT FOR THE WORLD! I MIGHT
EVEN GET A CHANCE TO REDEEM
MYSELF WITH --



"-- BETTY
BRANT!"

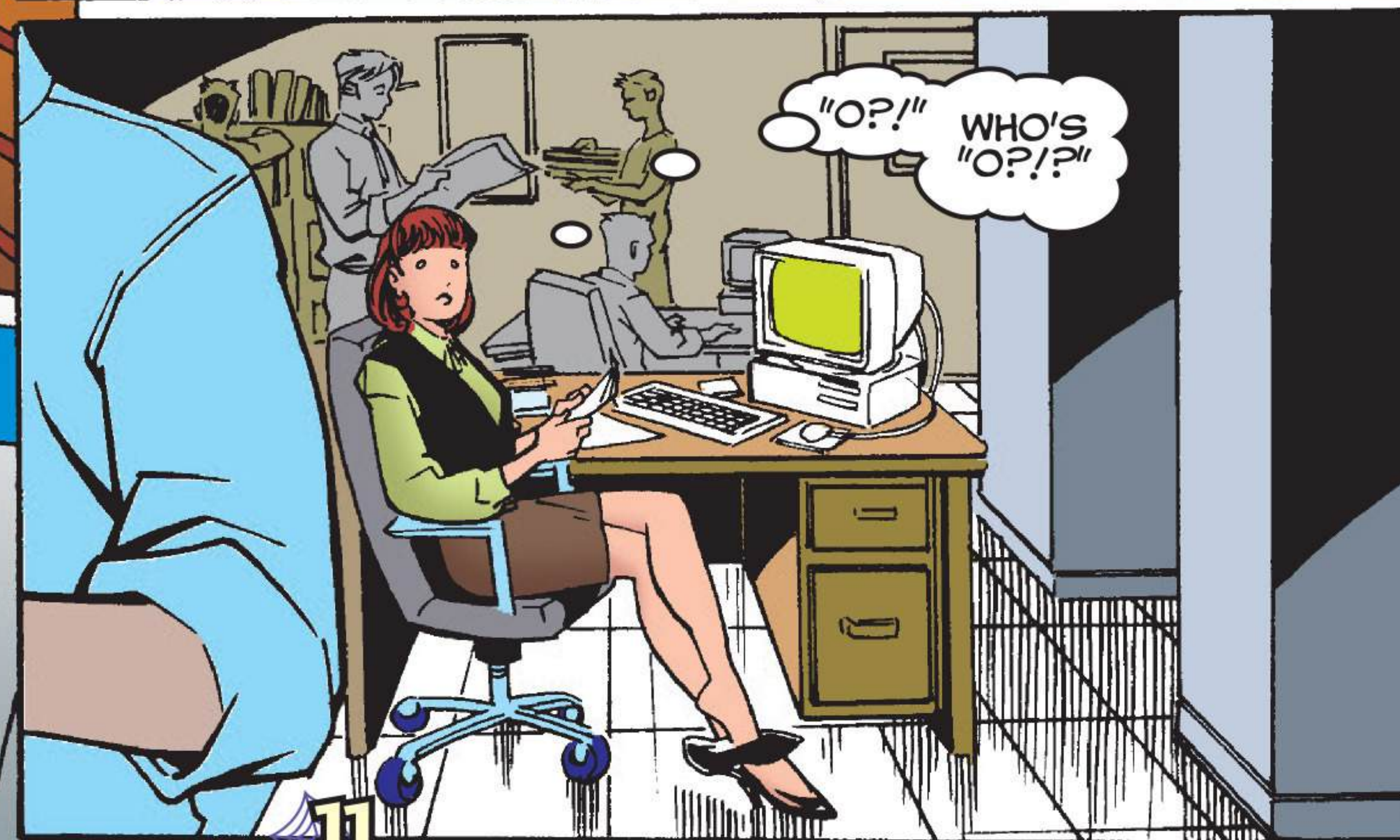
... "RELIABLE
INSIDE SOURCE
FOR MY CITY HALL
STORY?"... "NEW
INFO"...



... "TONIGHT AT THE BUGLE"...

"TEN TO MIDNIGHT?"...

...SIGNED, "O."



"O?!"

WHO'S
"O?!?"





WHAT WAS THAT?!

I DUNNO, BUT --



YOU'RE NO MATCH FOR **THOR** AND **CAPTAIN AMERICA**, YOU STINKIN', SLIMEY, **SENTINEL!**

I WILL DESTROY-YOU-BOTH!



Huh?

KIDS?

HEY!



Huh?

WHA --?

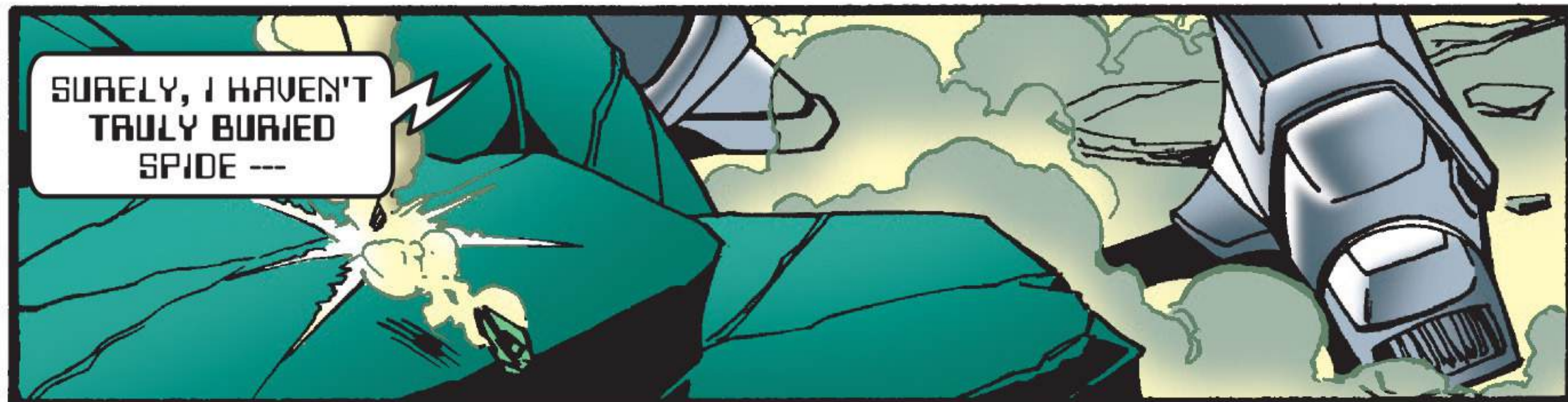
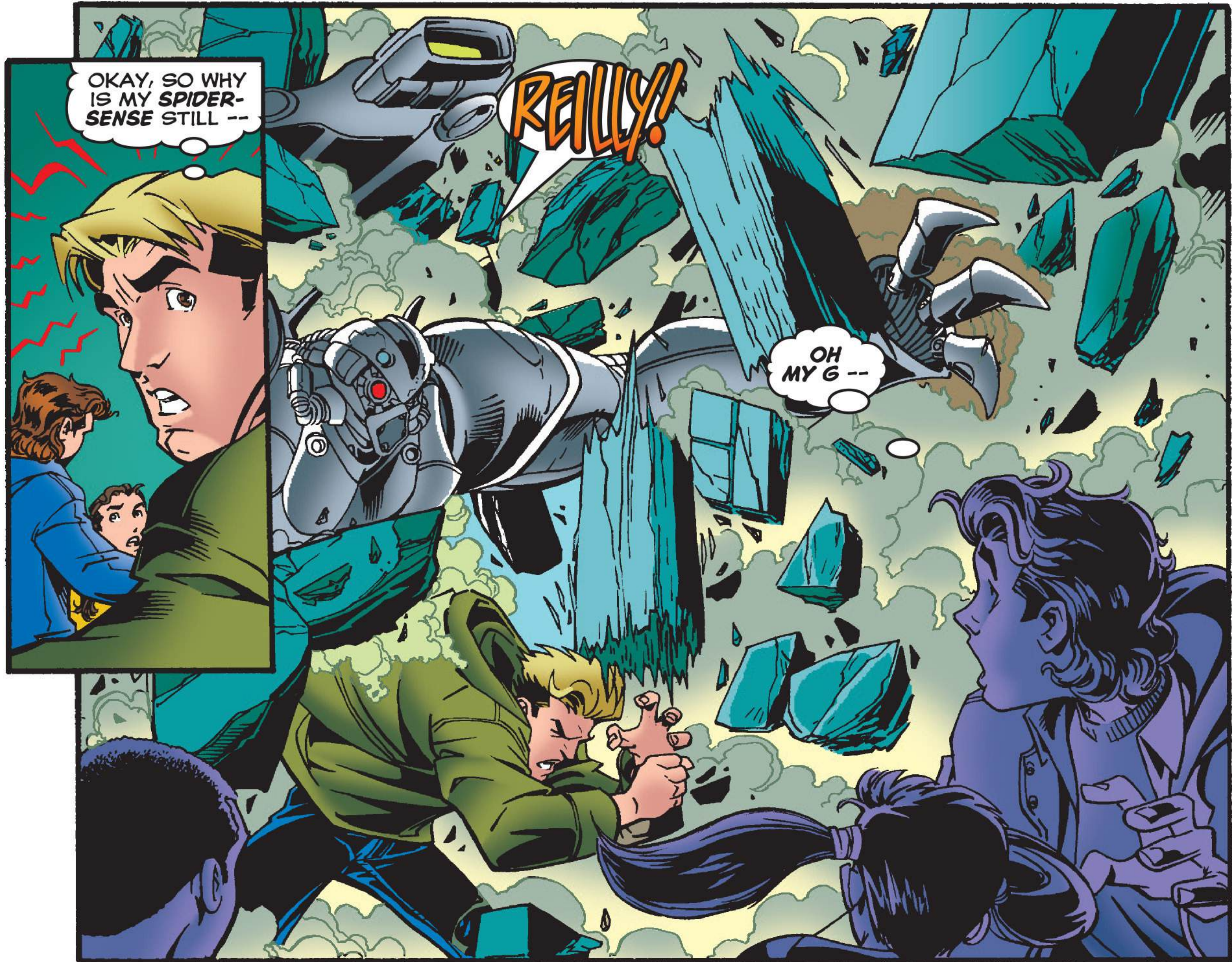


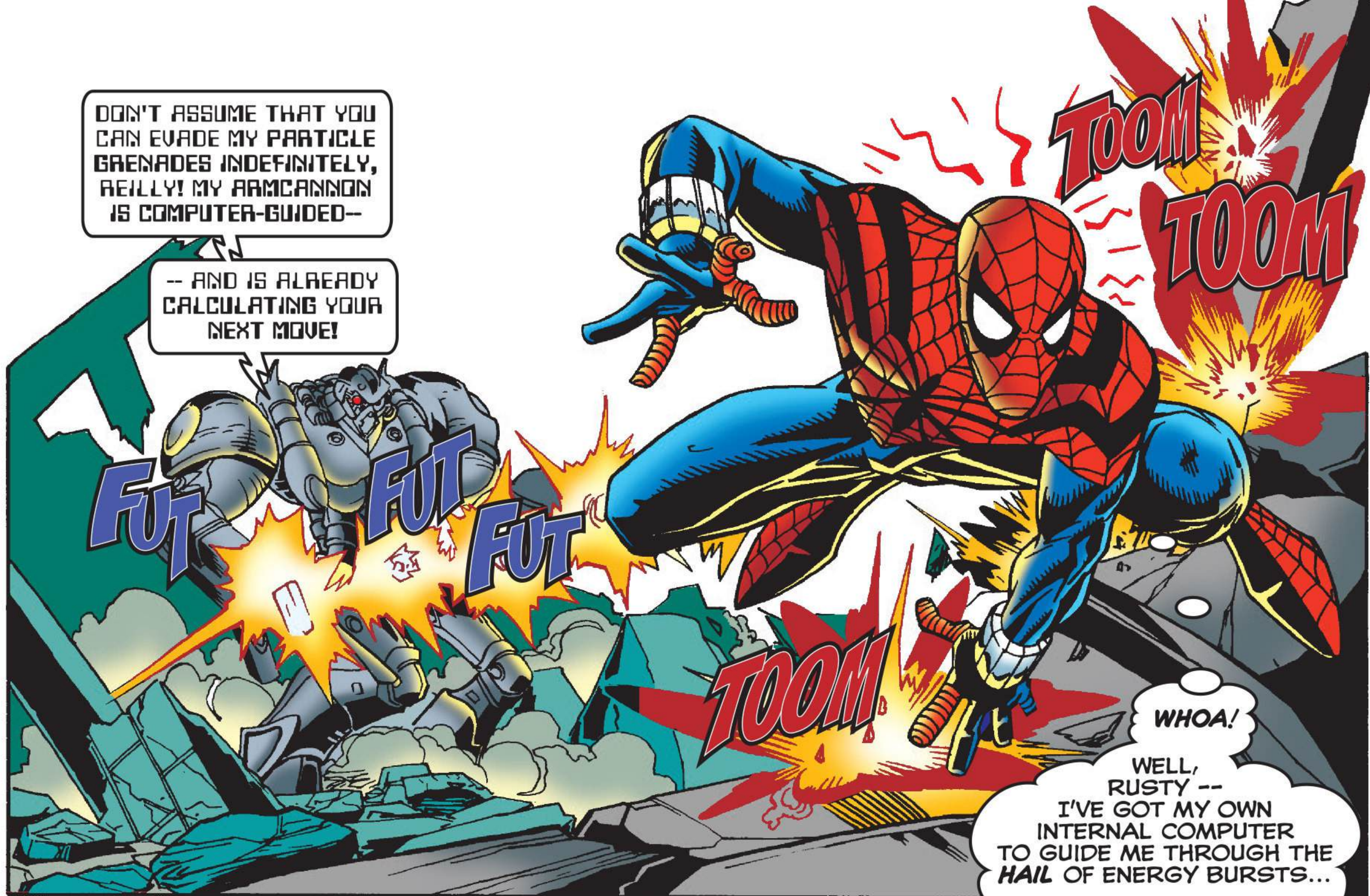
YOU'RE THE DAD -- YOU TELL 'EM.

DON'T YOU KIDS KNOW THIS PLACE IS DANGEROUS!? ONE OF THESE WALLS LETS GO AND THE ENTIRE ROOF WILL COME DOWN ON YOUR HEADS!

I'M SORRY TO WRECK YOUR GAME, BUT YOU GOTTA FINISH IT OUTSIDE!

AW, MAN.

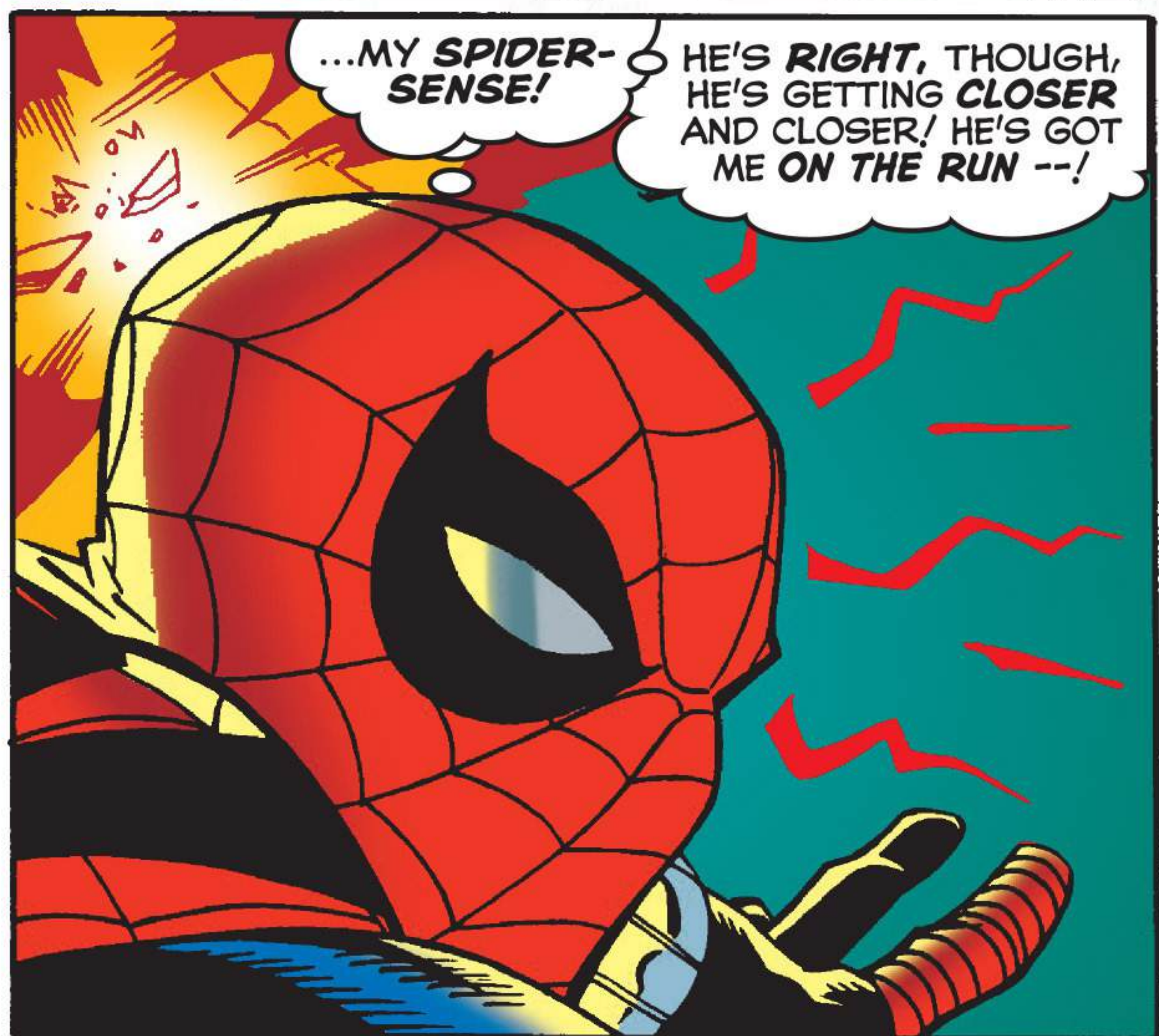




DON'T ASSUME THAT YOU CAN EVADE MY PARTICLE GRENADES INDEFINITELY, REILLY! MY ARMCANNON IS COMPUTER-GUIDED--

-- AND IS ALREADY CALCULATING YOUR NEXT MOVE!

WHOA!
WELL, RUSTY --
I'VE GOT MY OWN INTERNAL COMPUTER TO GUIDE ME THROUGH THE HAIL OF ENERGY BURSTS...



...MY SPIDER-SENSE!

HE'S **RIGHT**, THOUGH, HE'S GETTING **CLOSER** AND **CLOSER**! HE'S GOT ME **ON THE RUN** --!



--"AND I CAN'T KEEP THIS UP FOREVER."



AND NOW I NEED TO BE **EXTRA** CAREFUL, SINCE MY SPIDER-SENSE AND POWERS **FADED OUT** ONLY MOMENTS AGO...

...JUST LIKE BEN SAID...



...JUST WHEN I NEED THEM MOST...

MISTER...? EVERYTHING'S GONNA BE **ALL RIGHT**...

...ISN'T IT?



THE DAILY GRIND...

I AM FAMISHED!



WHERE ARE THOSE TWO?!

WELL, YOU KNOW PETER, DEAR --- HE'S RARELY ON TIME FOR ANYTHING!

AND THAT BEN SEEMS TO BE JUST LIKE HIM.



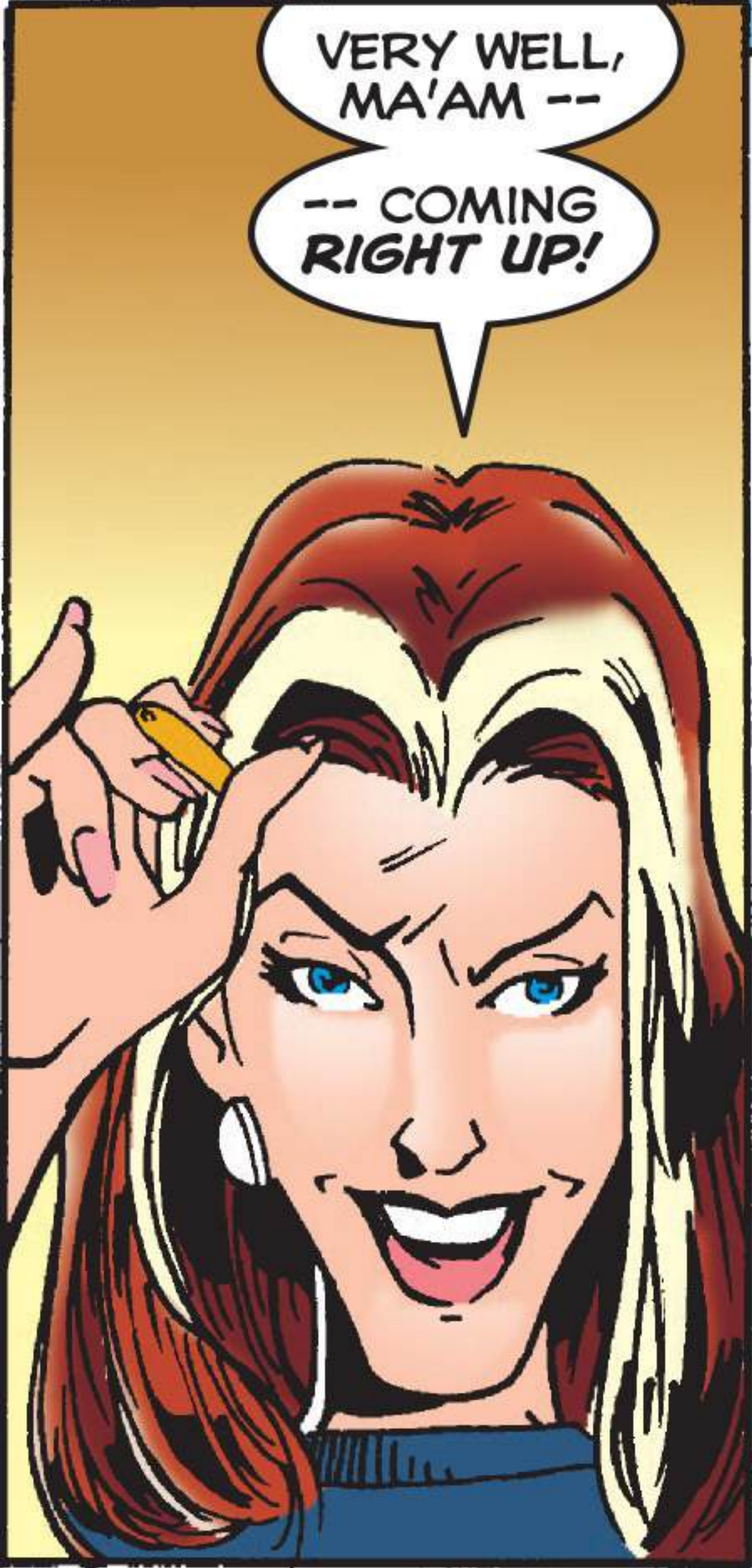
WELL, I CAN'T WAIT ANY LONGER.



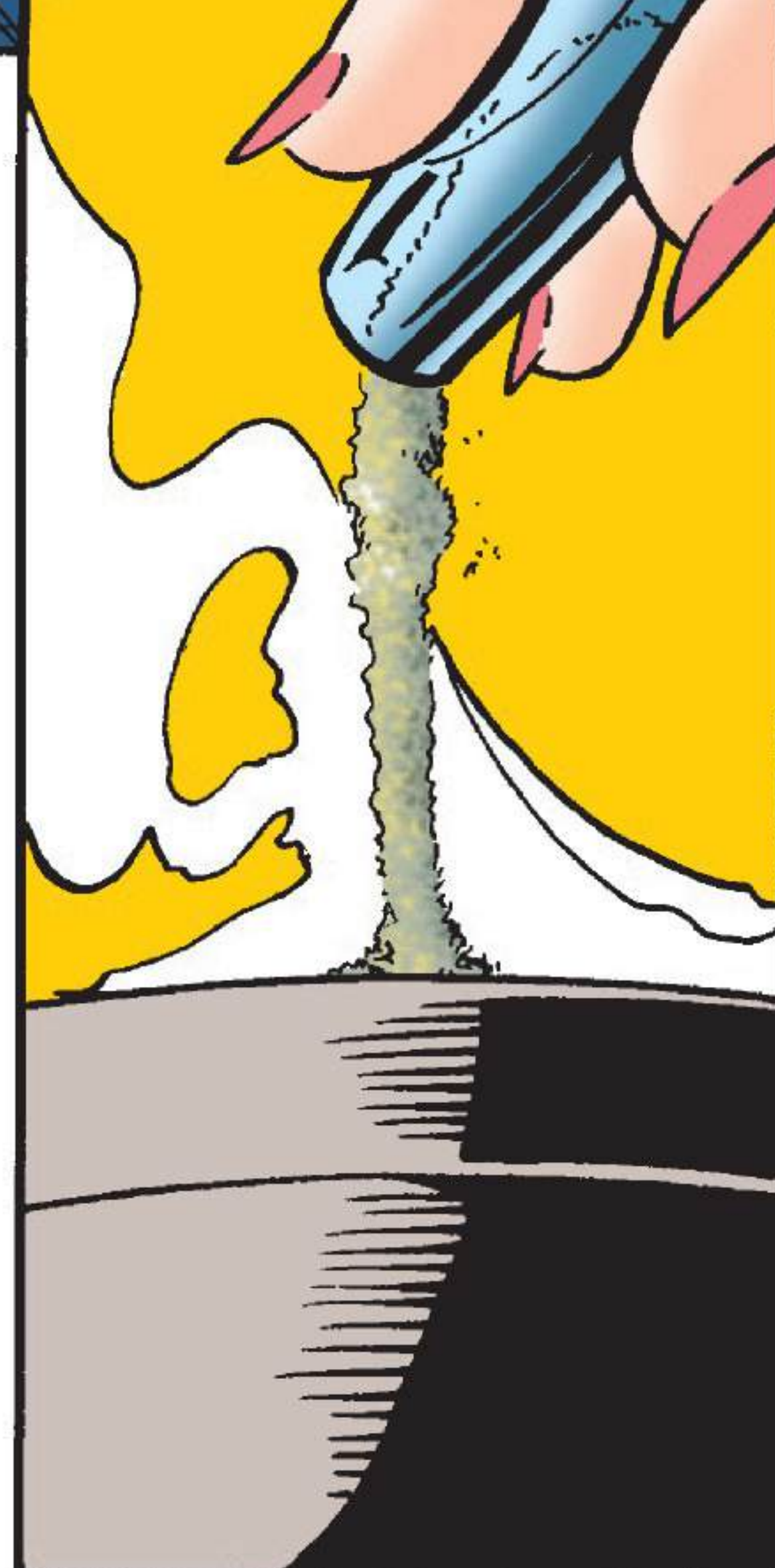
I'VE GOT TO GET SOMETHING TO TIDE ME OVER TILL THEY GET HERE.

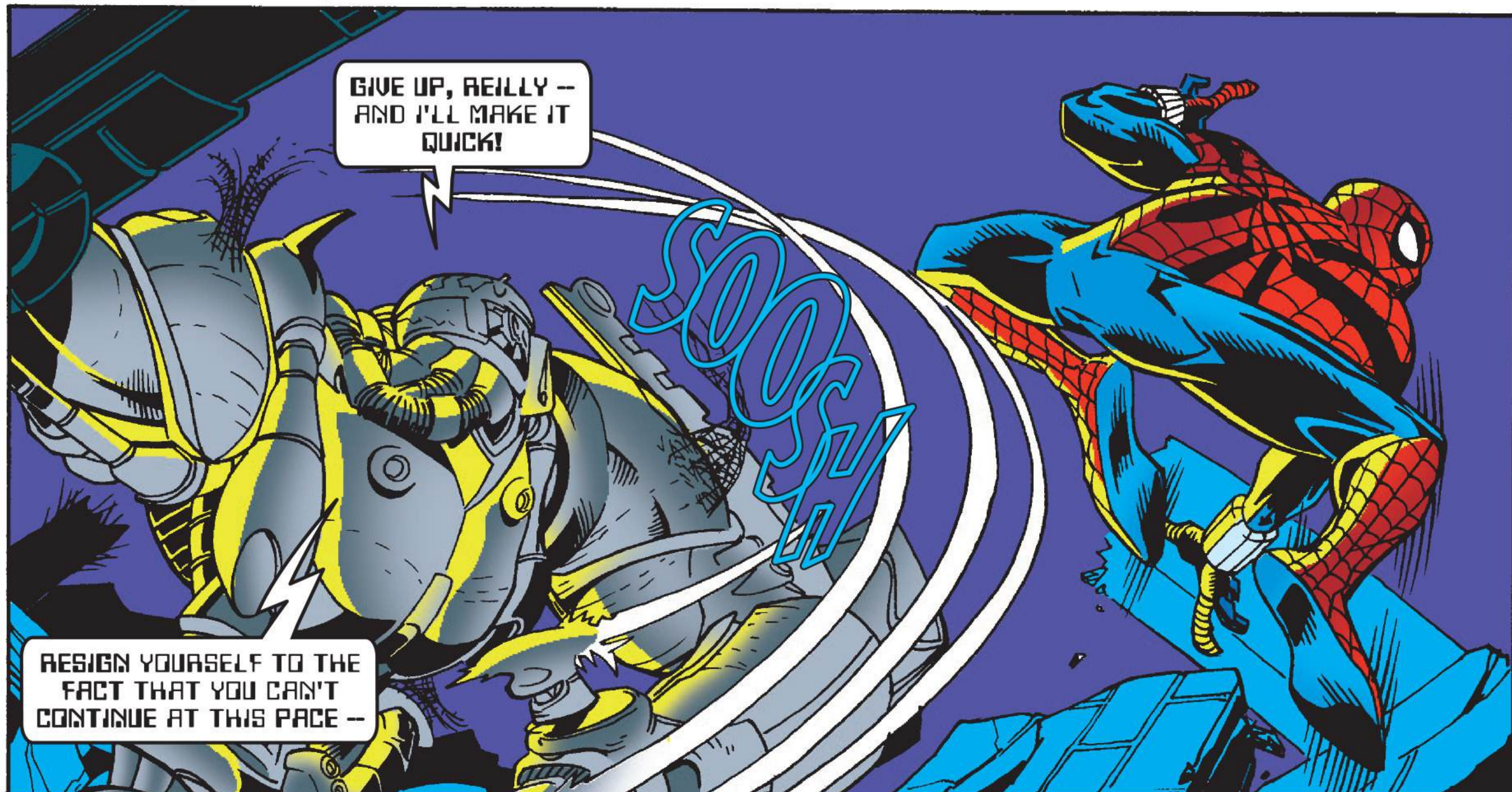
COULD I HAVE A BOWL OF THAT DELICIOUS CHICKEN GUMBO, PLEASE... JUST FOR... NOW...

...AND SOME CRACKERS?



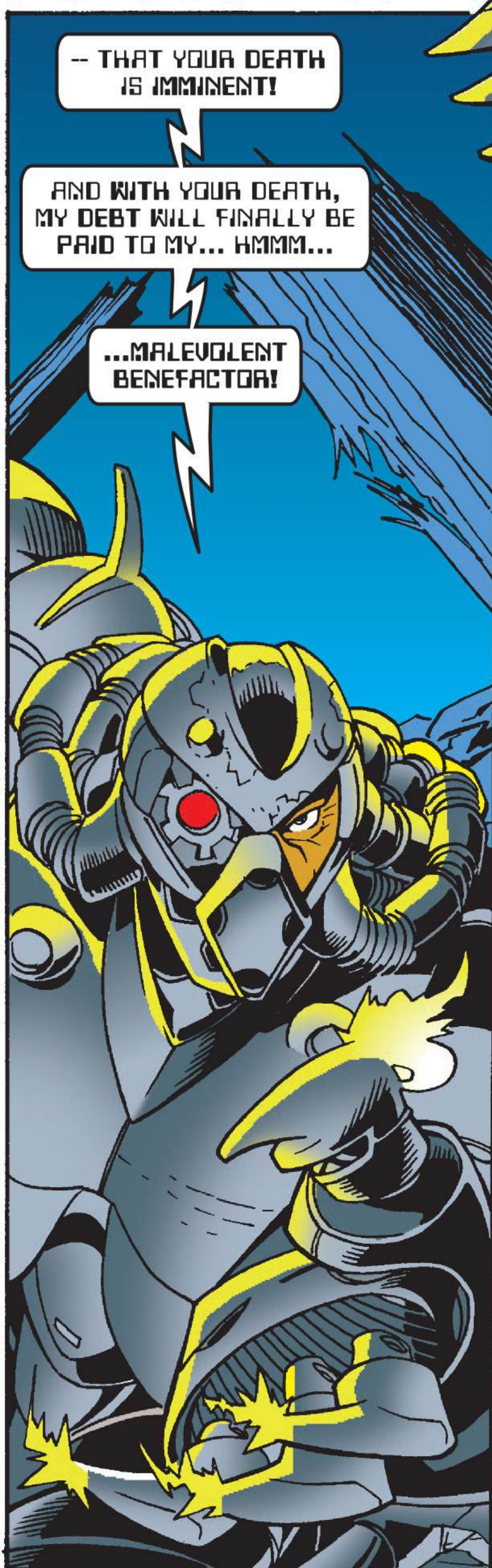
VERY WELL, MA'AM ---
--- COMING RIGHT UP!





GIVE UP, REILLY --
AND I'LL MAKE IT
QUICK!

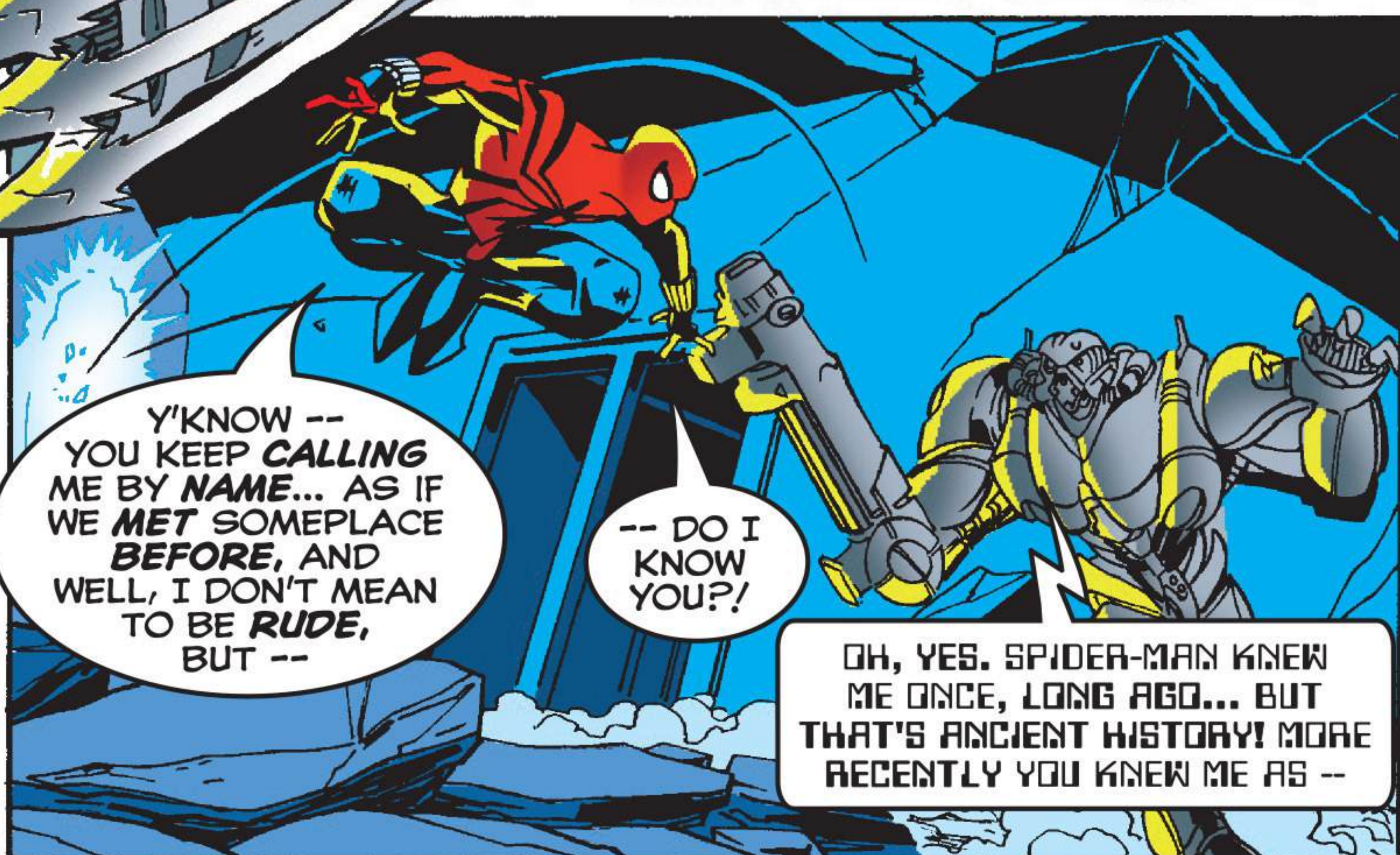
RESIGN YOURSELF TO THE
FACT THAT YOU CAN'T
CONTINUE AT THIS PACE --



-- THAT YOUR DEATH
IS IMMINENT!

AND WITH YOUR DEATH,
MY DEBT WILL FINALLY BE
PAID TO MY... HMMM...

...MALEVOLENT
BENEFACTOR!



Y'KNOW --
YOU KEEP **CALLING**
ME BY **NAME**... AS IF
WE **MET** SOMEPLACE
BEFORE, AND
WELL, I DON'T MEAN
TO BE **RUDE**,
BUT --

-- DO I
KNOW
YOU?!

OH, YES. SPIDER-MAN KNEW
ME ONCE, LONG AGO... BUT
THAT'S ANCIENT HISTORY! MORE
RECENTLY YOU KNEW ME AS --

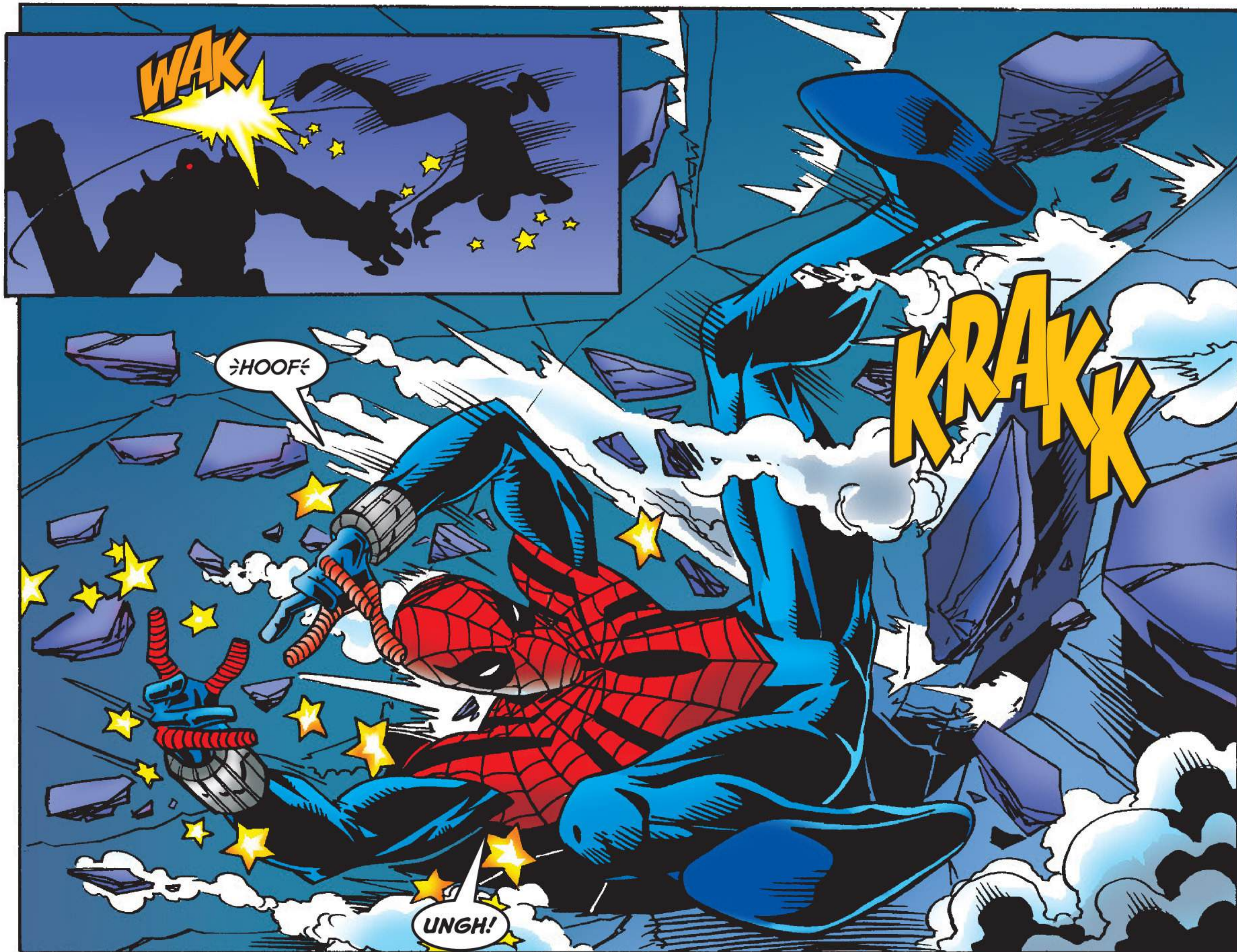


-- GAUNT!

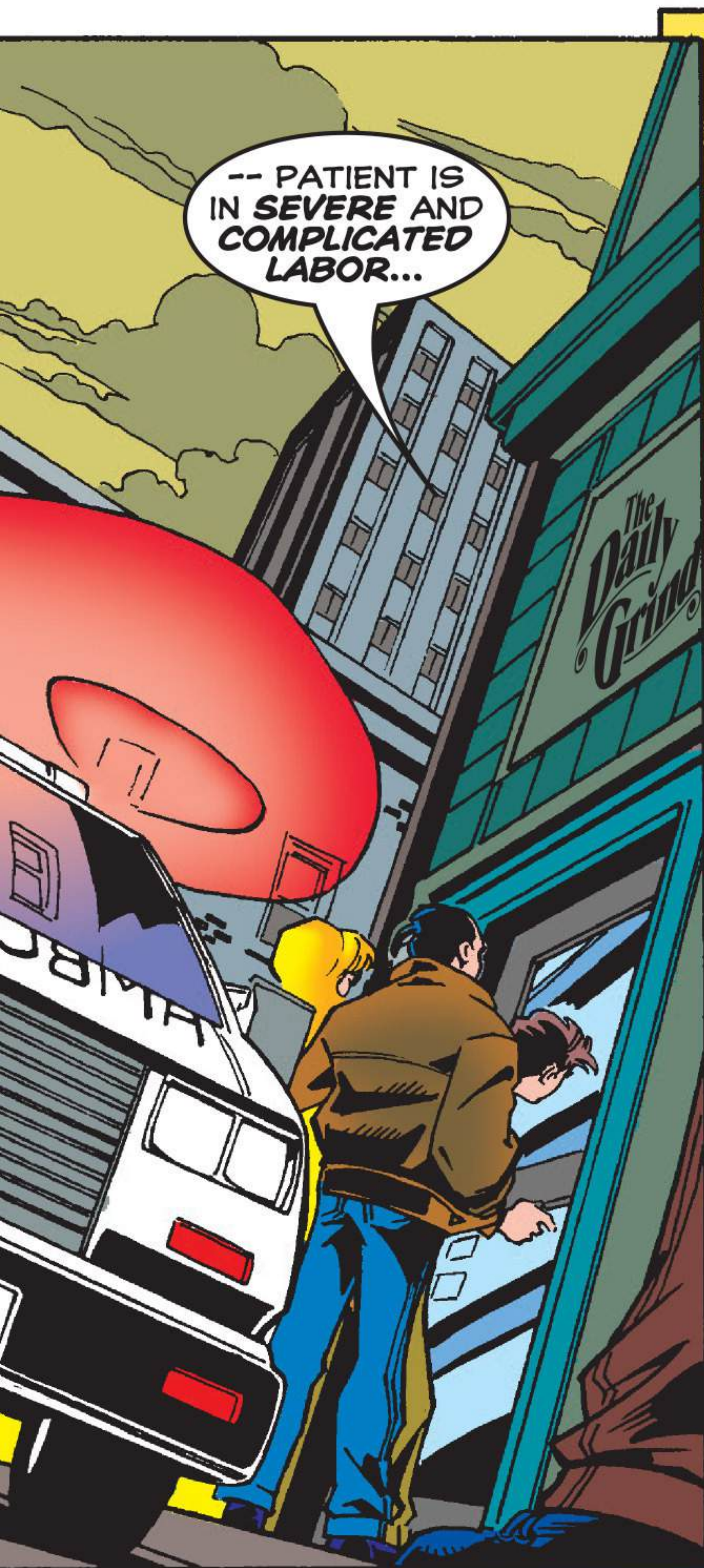
GAUNT!
THAT **SHRIVELED**
LITTLE MANIAC IN
THE **LIFE-SUPPORT**
SUIT! THE ONE WHO
WAS SO DESPERATE
TO **KILL** ME! THE ONE
WHO WAS WORKING
WITH...

...SEWARD.

DID
HE CAUSE
SEWARD TO
BETRAY ME...?
DID **HE**...?





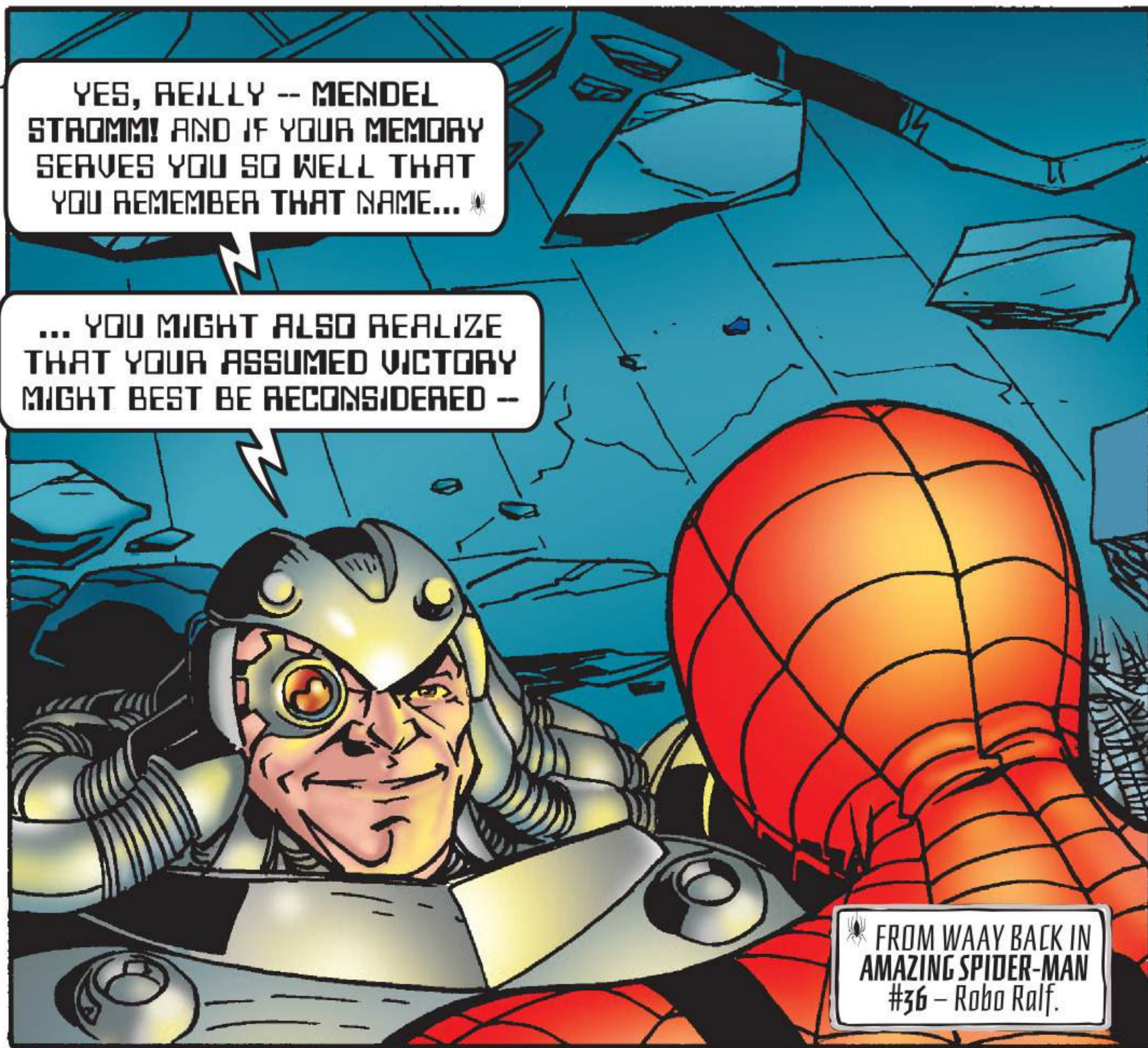




ALRIGHT, **SNACKY** -- NOW THAT I'VE GOT YOUR **ATTENTION**, LET'S SEE --

-- **Huh?!** THAT **FACE...**

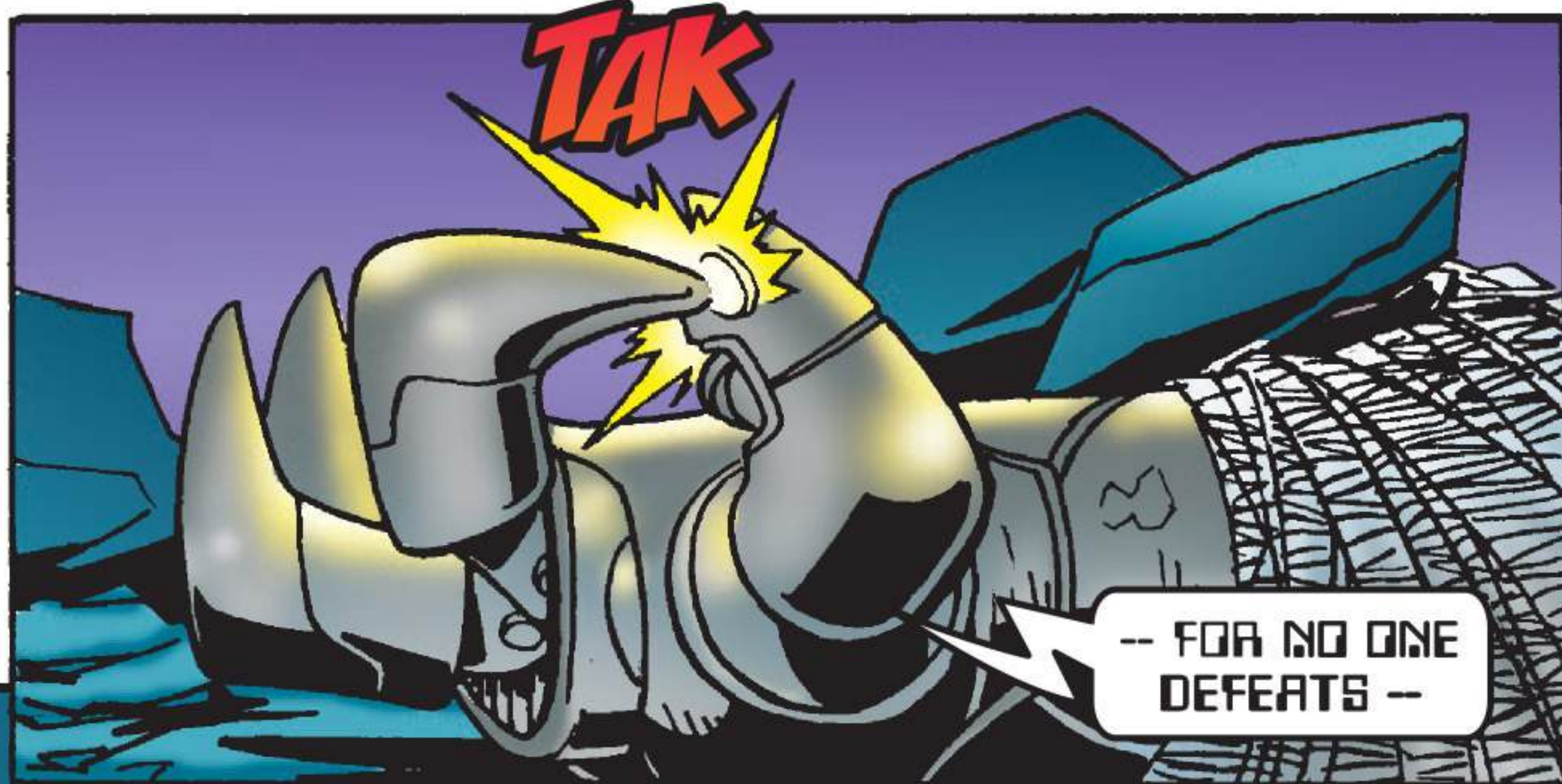
... I **KNOW** THAT **FACE!?**



YES, REILLY -- MENDEL STROMM! AND IF YOUR MEMORY SERVES YOU SO WELL THAT YOU REMEMBER THAT NAME...

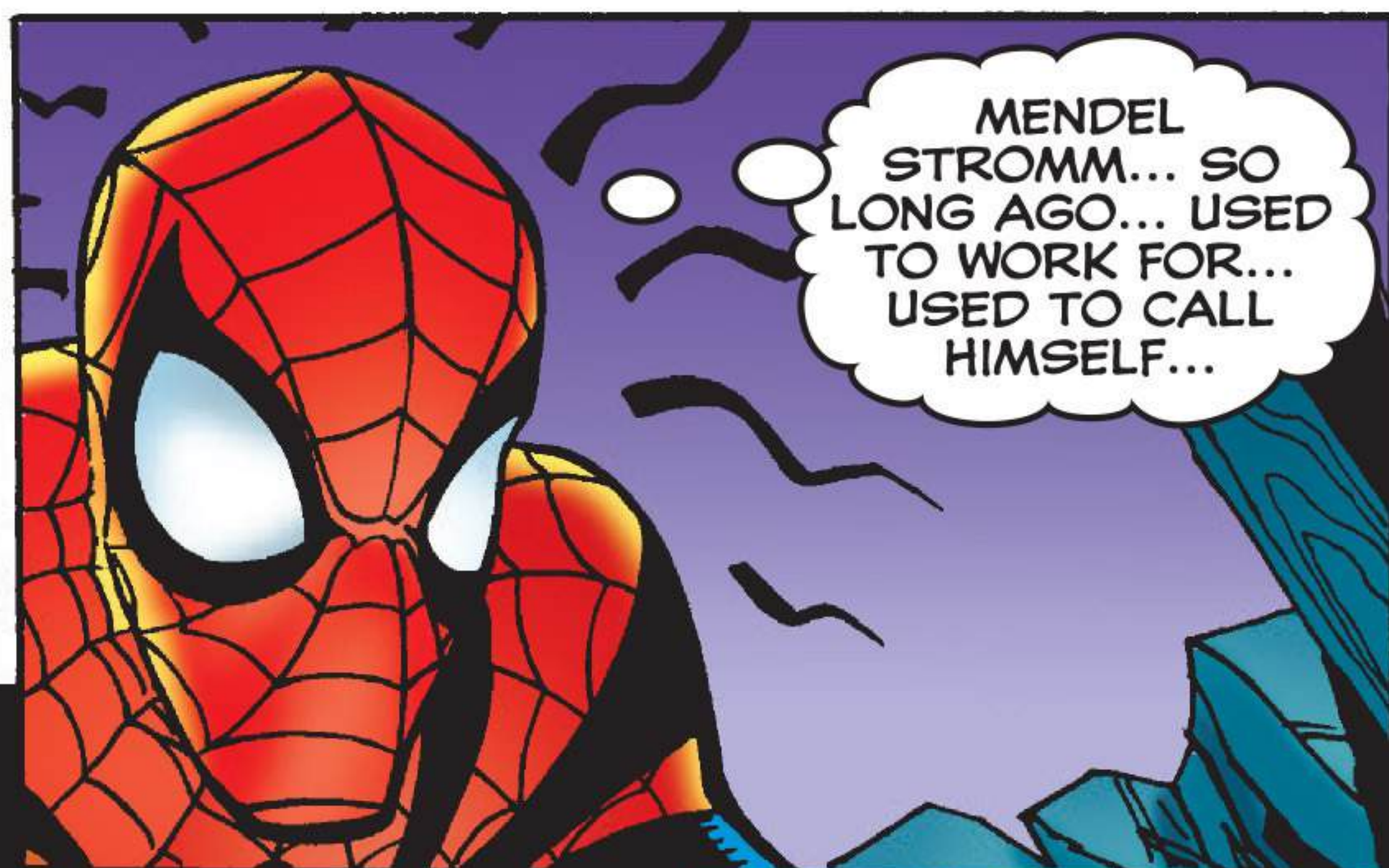
... YOU MIGHT ALSO REALIZE THAT YOUR ASSUMED VICTORY MIGHT BEST BE RECONSIDERED --

FROM WAAY BACK IN **AMAZING SPIDER-MAN** #36 -- Robo Ralf.



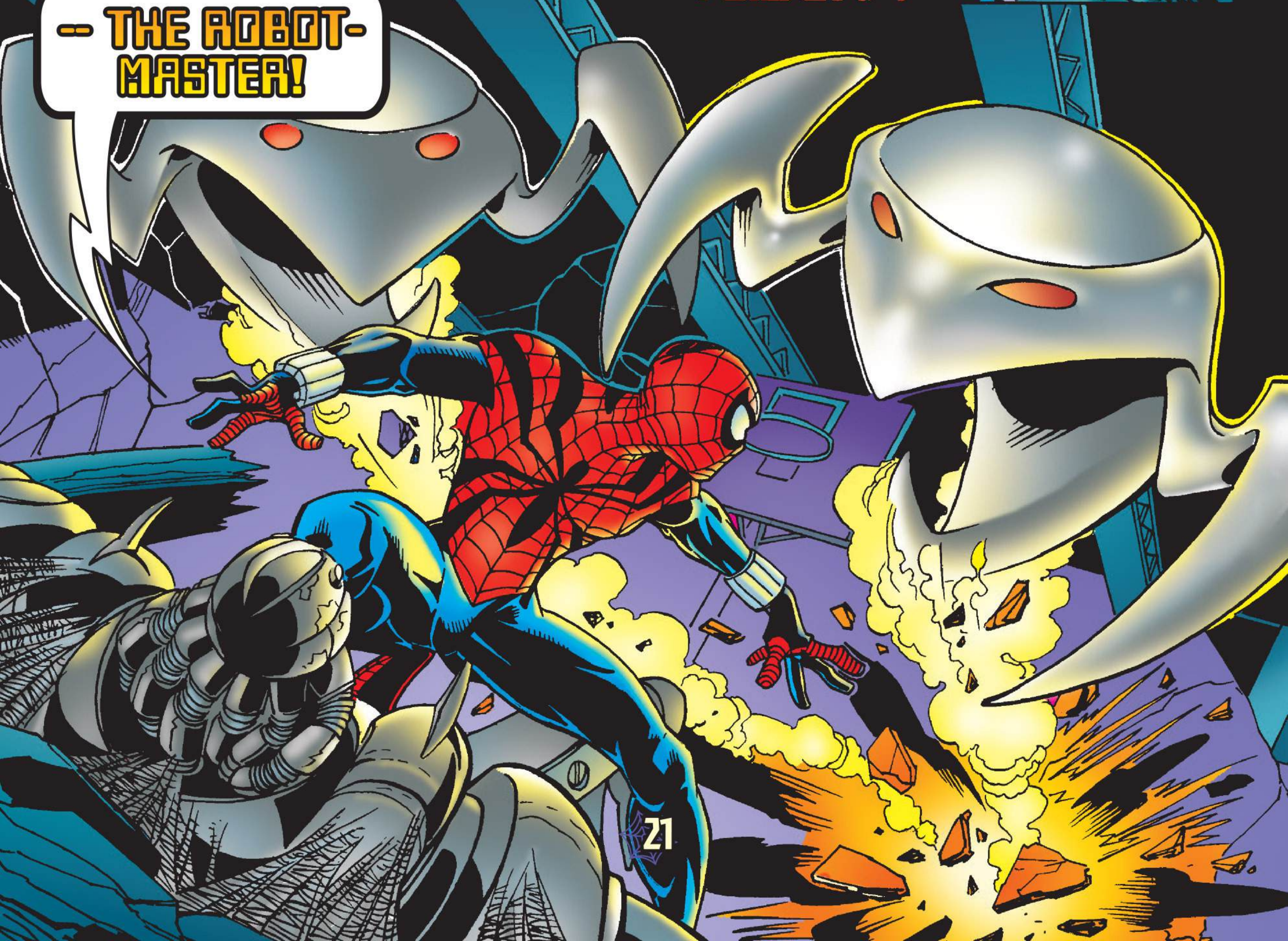
TAK

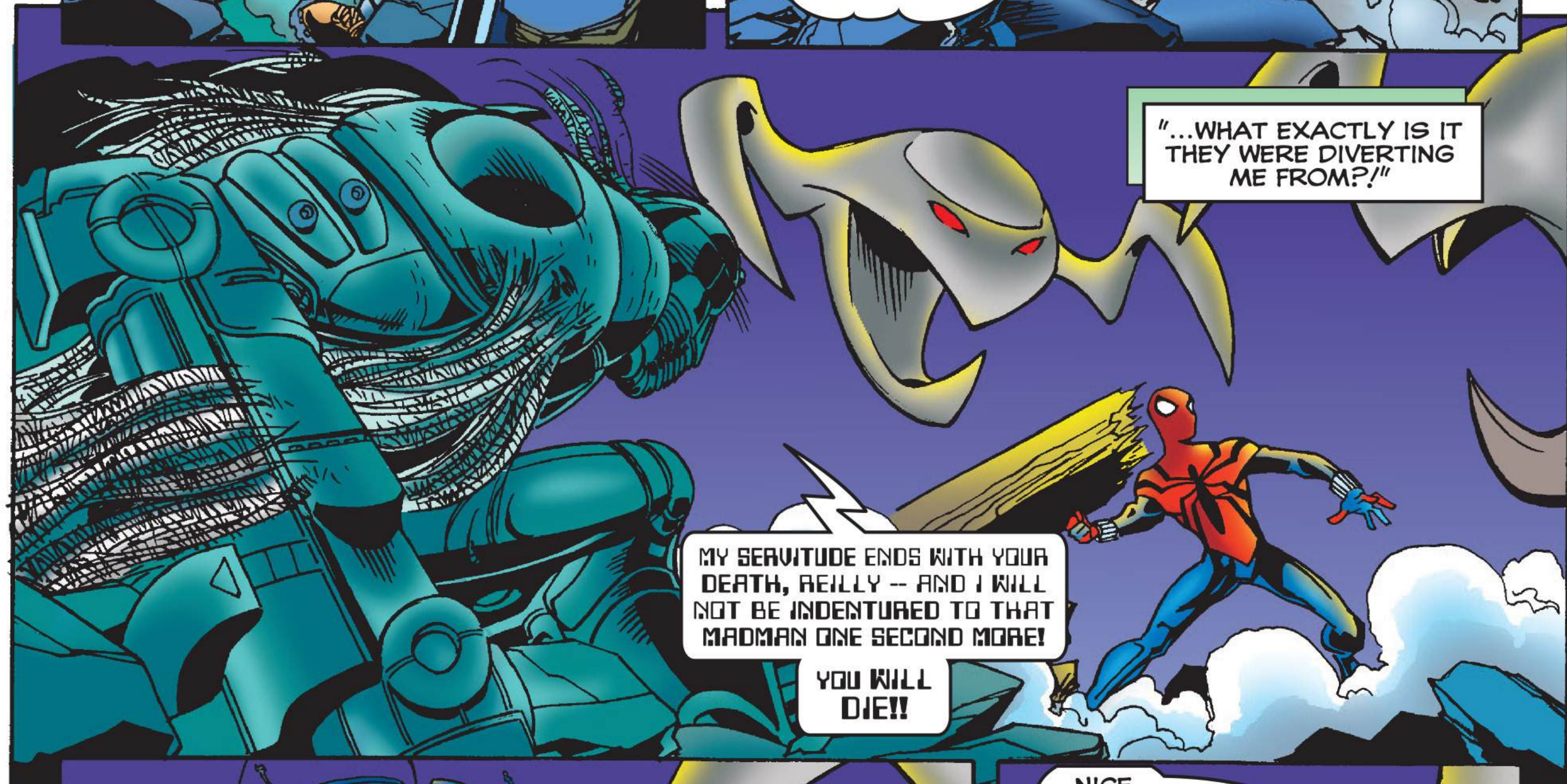
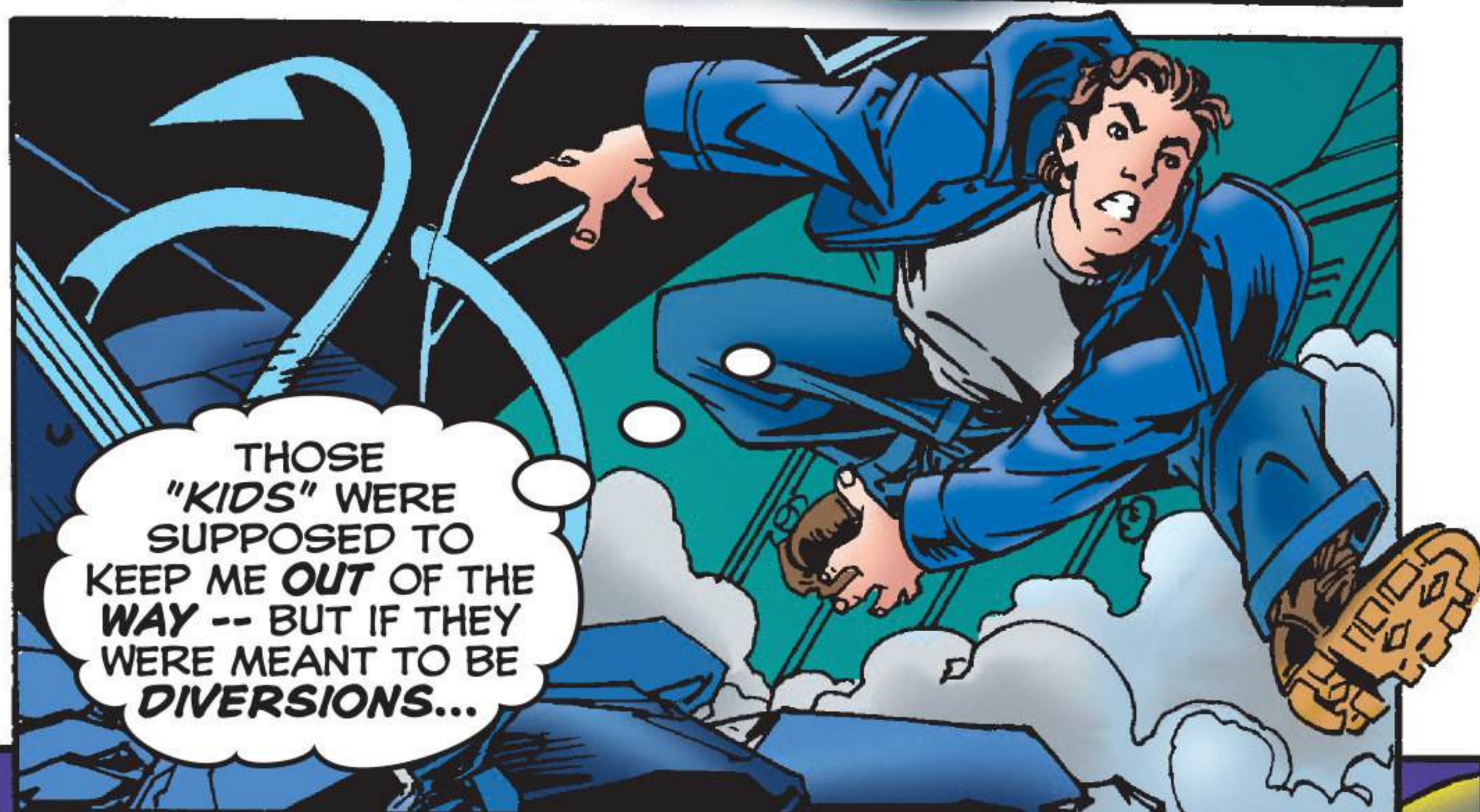
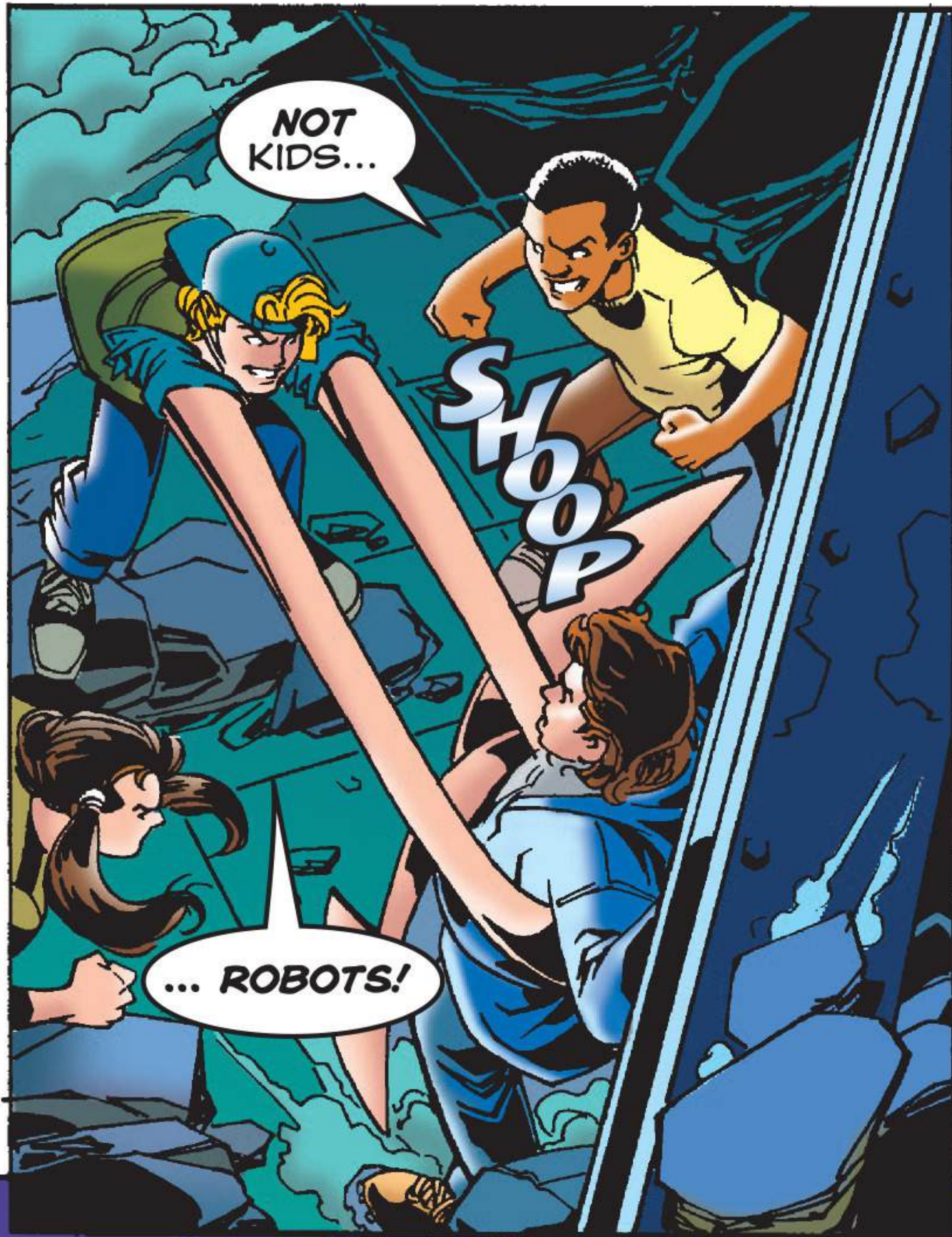
-- FOR NO ONE **DEFEATS** --

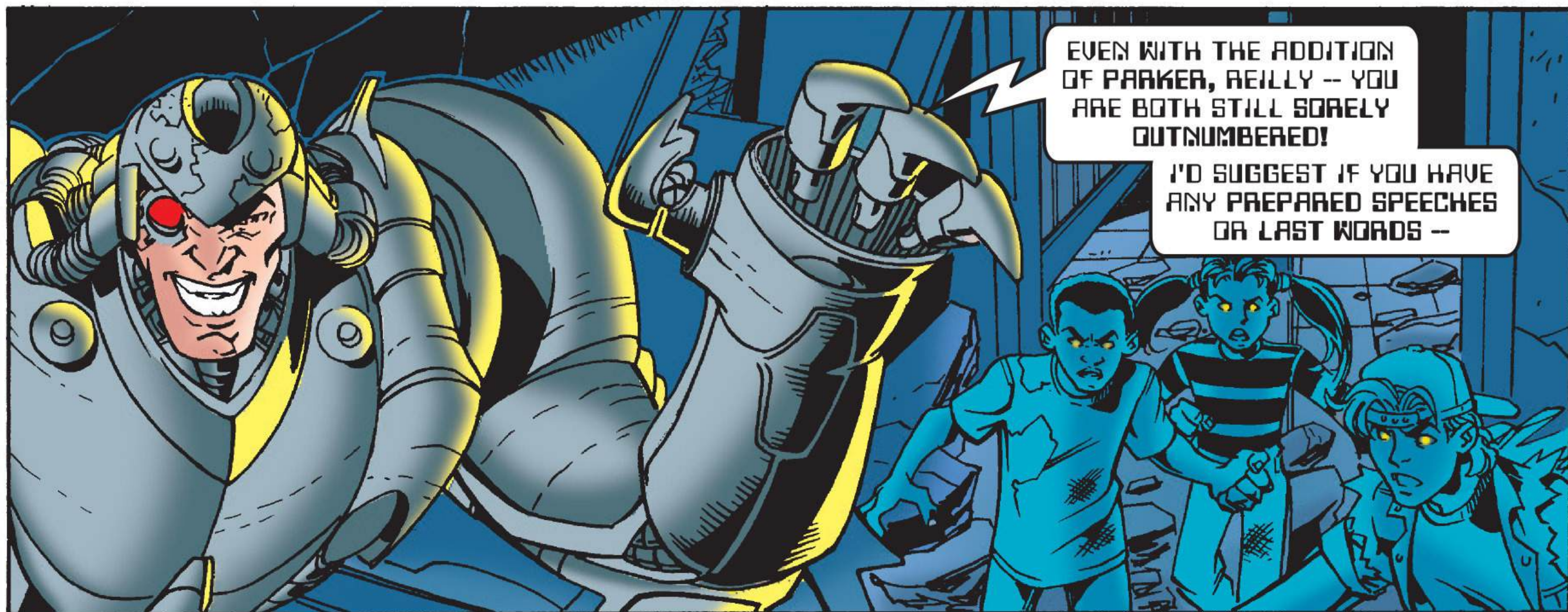


MENDEL STROMM... SO LONG AGO... USED TO WORK FOR... USED TO CALL HIMSELF...

-- **THE ROBOT-MASTER!**







EVEN WITH THE ADDITION
OF PARKER, REILLY -- YOU
ARE BOTH STILL SORELY
OUTNUMBERED!

I'D SUGGEST IF YOU HAVE
ANY PREPARED SPEECHES
OR LAST WORDS --

-- YOU SAY
THEM NOW!



WHA --?

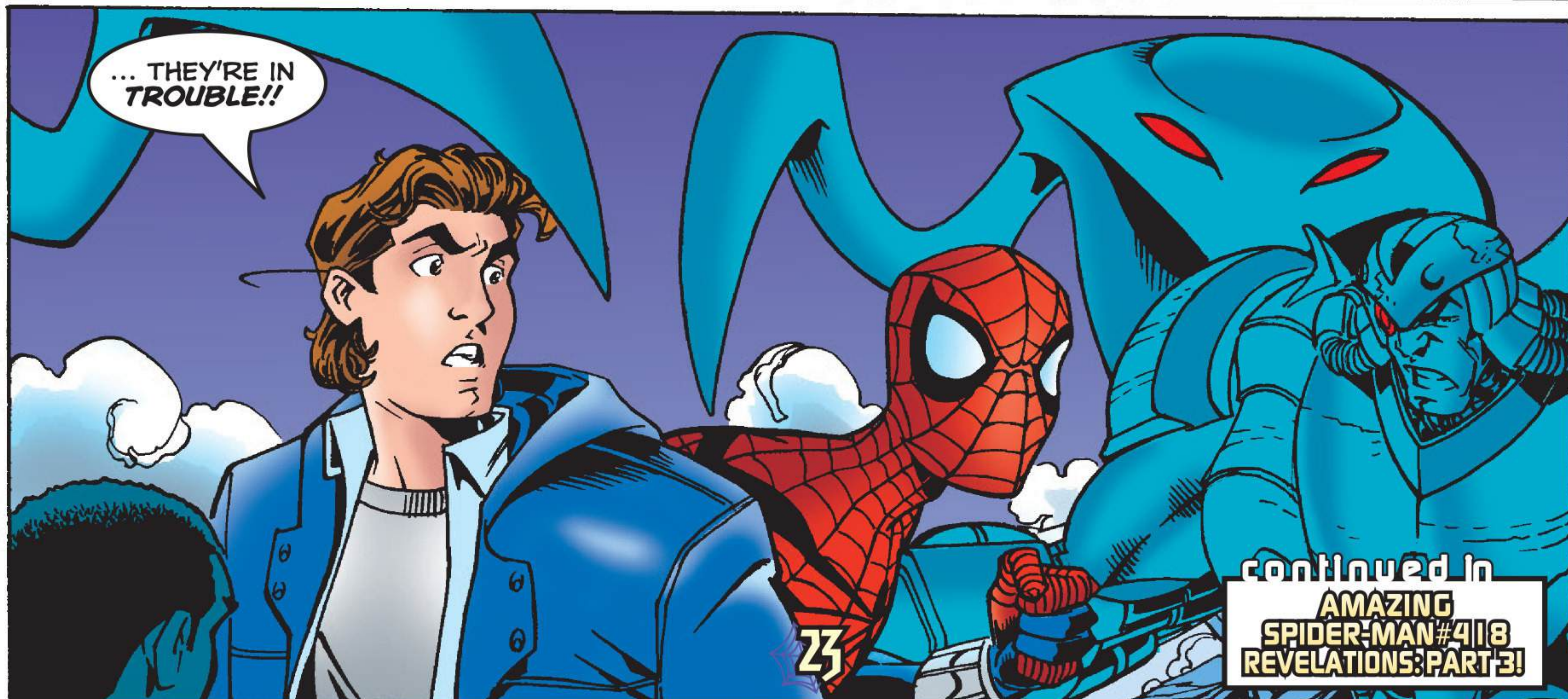
HUH?



I-IT'S...
IT'S...



... MARY
JANE, THE
BABY...
THEY'RE...



... THEY'RE IN
TROUBLE!!

continued in
**AMAZING
SPIDER-MAN #418
REVELATIONS: PART 3!**

MARVEL[®]
COMICS



SPIDER-MAN[®]

DEC '96 418

REVELATIONS *PART 3 of 4*

THE AMAZIN

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY



THE
MYSTERIOUS
MASTERMIND
REVEALED!

SKROCE
LaROSA

MERE MOMENTS AGO, MARY JANE PARKER WAS NIBBLING A QUICK SNACK AT THE DAILY GRIND, AND NOW...

W-WHAT'S WRONG WITH ME, AUNT ANNA?

WHAT'S HAPPENING TO MY -- MY BABY?!

SEE SENSATIONAL SPIDER-MAN #11 - Daily Ralf.

YOUR BABY'S GOING TO BE JUST FINE, YOUNG LADY.

I'M DOCTOR FOLSOME, AND I'LL BE HANDLING YOUR DELIVERY.

THE HOSPITAL HAS BEEN TRYING TO REACH YOUR REGULAR DOCTOR, BUT --

-- BAD LUCK -- HE SEEMS TO BE OUT OF TOWN!

TRY TO CALM DOWN, Mrs. PARKER. YOU'RE GOING TO HAVE A HEALTHY AND HAPPY BABY GIRL.

YOU CAN *TRUST* ME.

HEEY! I KNOW THAT WOMAN!

SHE'S MARRIED TO ONE OF MY CO-WORKERS AT THE BUGLE.

WHERE'S HER HUSBAND? WHY ISN'T PETER HERE?!

THE YOUNG PHOTOGRAPHER'S THOUGHTS ARE ECHOED BY ANNA WATSON.

WHAT'S KEEPING THAT BOY? WHY DOESN'T HE ANSWER MY PAGE?

I'VE BEEN BEEPING HIM EVER SINCE MARY JANE FIRST WENT INTO LABOR.

WHAT COULD BE IMPORTANT ENOUGH TO PREVENT HIM FROM CALLING MY CEL PHONE?!

T
O
R
M
E
N
T

YOU'RE GOING TO DIE, REILLY!
YOU WILL DIE... SO THAT I CAN BE FREE!

I'M AFRAID I'VE GOTTA PASS ON THE DEATH SCENARIO, GAUNT... STROMM... OR WHATEVER YOU'RE CALLING YOURSELF TODAY... DUE TO A PRIOR SOCIAL COMMITMENT.

Y'SEE, I SCORED A COUPLE OF TICKETS TO SEE THE DAVE MATTHEWS BAND IN CONCERT, AND THEY'RE NON-REFUNDABLE!

MAYBE YOU SHOULD TRY TO KILL ME NEXT WEEK!

Brought to you by:
TOM DeFALCO
writer
STEVE SKROCE
penciler
BUD LaROSA
inker

Oh, MAN! THE HITS JUST KEEP ON COMING! FIRST, GAUNT MANAGES TO LURE BEN AND ME INTO THIS ABANDONED SCHOOL BUILDING.

THEN, HE REVEALS HE'S REALLY AN OLD ENEMY... MENDEL STROMM, THE ROBOT MASTER!

THEN, HE SENDS THESE THREE KILLER ROBOTS AFTER ME... AND CALLS IN THE HEAVY ARTILLERY AGAINST BEN.

AND NOW MY BABY BEEPER IS GOING WILD WITH A CODE WHICH CAN ONLY MEAN BIG TROUBLE FOR MARY JANE AND OUR BABY!

WHAT A FOOL I WAS TO THINK I'D SEEN THE LAST OF HASSLES LIKE THESE... WHEN I HUNG UP MY WEBS... AND TURNED THE SPIDER GIG OVER TO BEN!

RICHARD STARKINGS & COMICRAFT letters BOB SHAREN colors
GCW enhancement MARK BERNARDO consulting editor
RALPH MACCHIO editor BOB HARRAS editor in chief



WHOOOPS!
THAT WAS
CLOSE --!

THESE
ROBOTS
MAY LOOK
LIKE *KIDS* --

-- BUT
EACH ONE
IS EQUIPPED
WITH A DEADLY
POWER!

DEE
DEE
DEE

Uh-Oh! MY
BEEPER'S
HOWLING
AGAIN!

GET *OUT*
OF HERE, PETER!
GO! BE WITH
YOUR WIFE!

SPWAK

I CAN
HANDLE MY
RIVET-FACED
FRIEND AND
HIS BOLT-
BRAINED
BEAUTIES!

YOU'RE
DREAMING,
SPIDER-MAN!

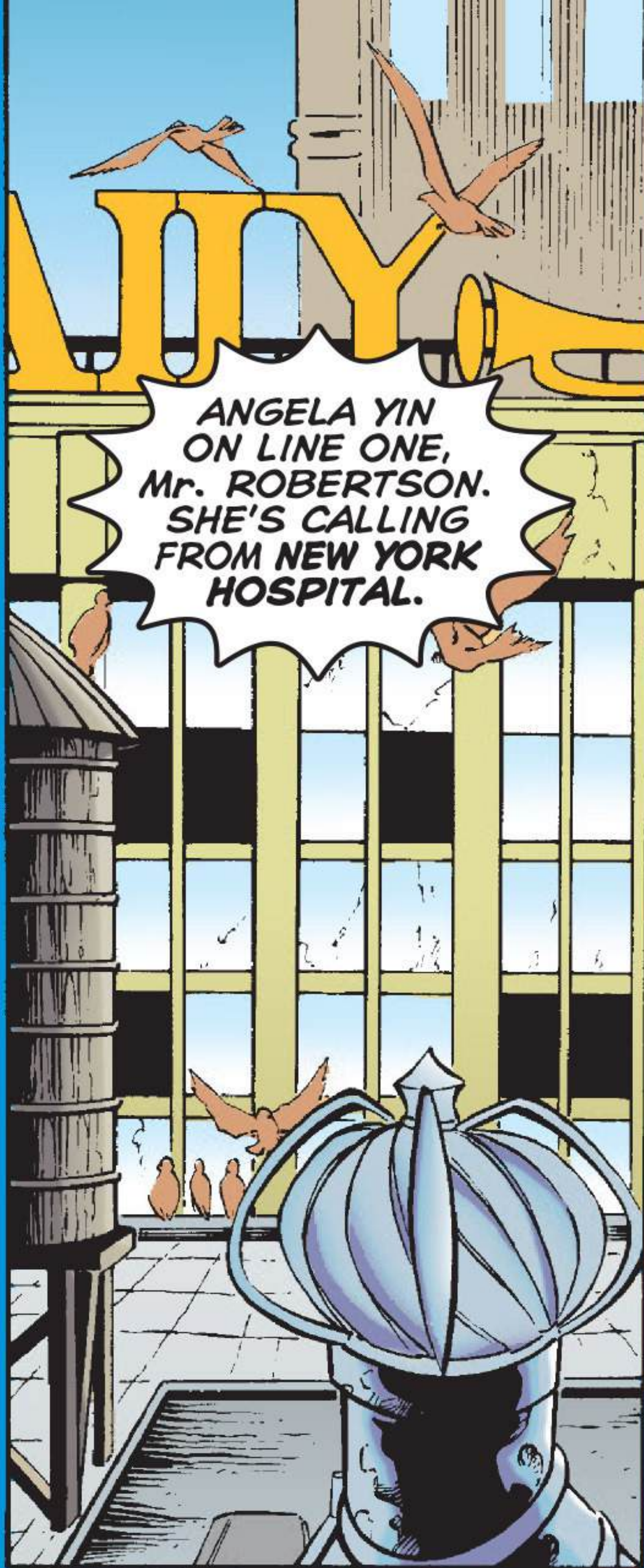
THOUGH YOU MAY
HAVE A MOMENTARY
ADVANTAGE, I CAN
MENTALLY ORDER ALL
MY ROBOTS TO FOCUS
A CONCENTRATED
ATTACK ON YOU!

HE'S *RIGHT*,
BEN!

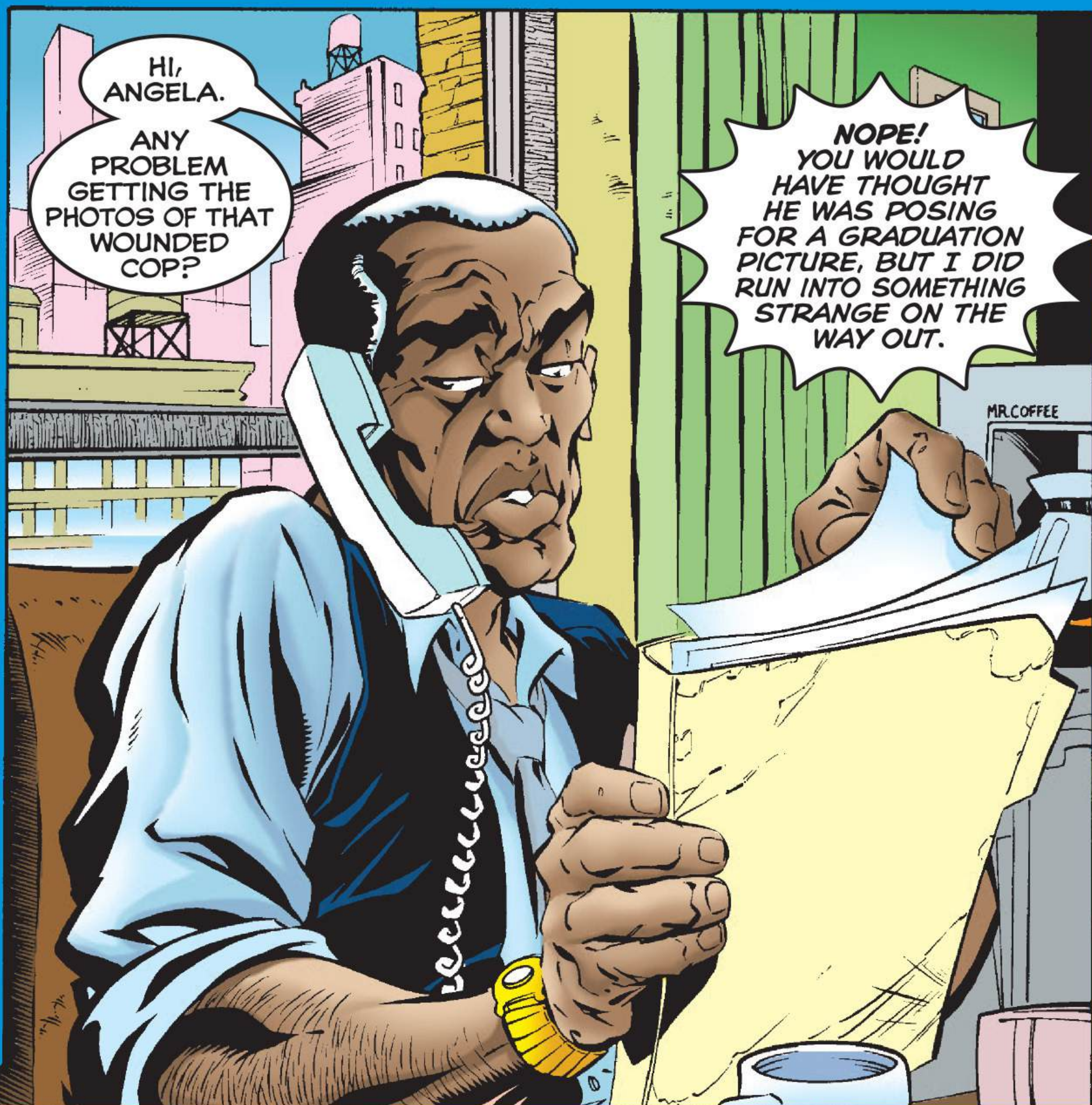
YOU'LL
NEVER SURVIVE
WITHOUT MY
HELP!

AS
MUCH AS
I WANT TO
LEAVE --

-- I'M
STAYING!



ANGELA YIN
ON LINE ONE,
Mr. ROBERTSON.
SHE'S CALLING
FROM NEW YORK
HOSPITAL.



HI,
ANGELA.

ANY
PROBLEM
GETTING THE
PHOTOS OF THAT
WOUNDED
COP?

NOPE!
YOU WOULD
HAVE THOUGHT
HE WAS POSING
FOR A GRADUATION
PICTURE, BUT I DID
RUN INTO SOMETHING
STRANGE ON THE
WAY OUT.



I WAS CHECKING THE
EMERGENCY ROOM --
YOU KNOW, IN CASE
ANYTHING INTERESTING
HAD COME IN -- WHEN
I SPOTTED MARY
JANE PARKER.

FROM
THE WAY
EVERYONE WAS
FUSSING, I THINK
SHE'S HAVING
PROBLEMS WITH
HER BABY...

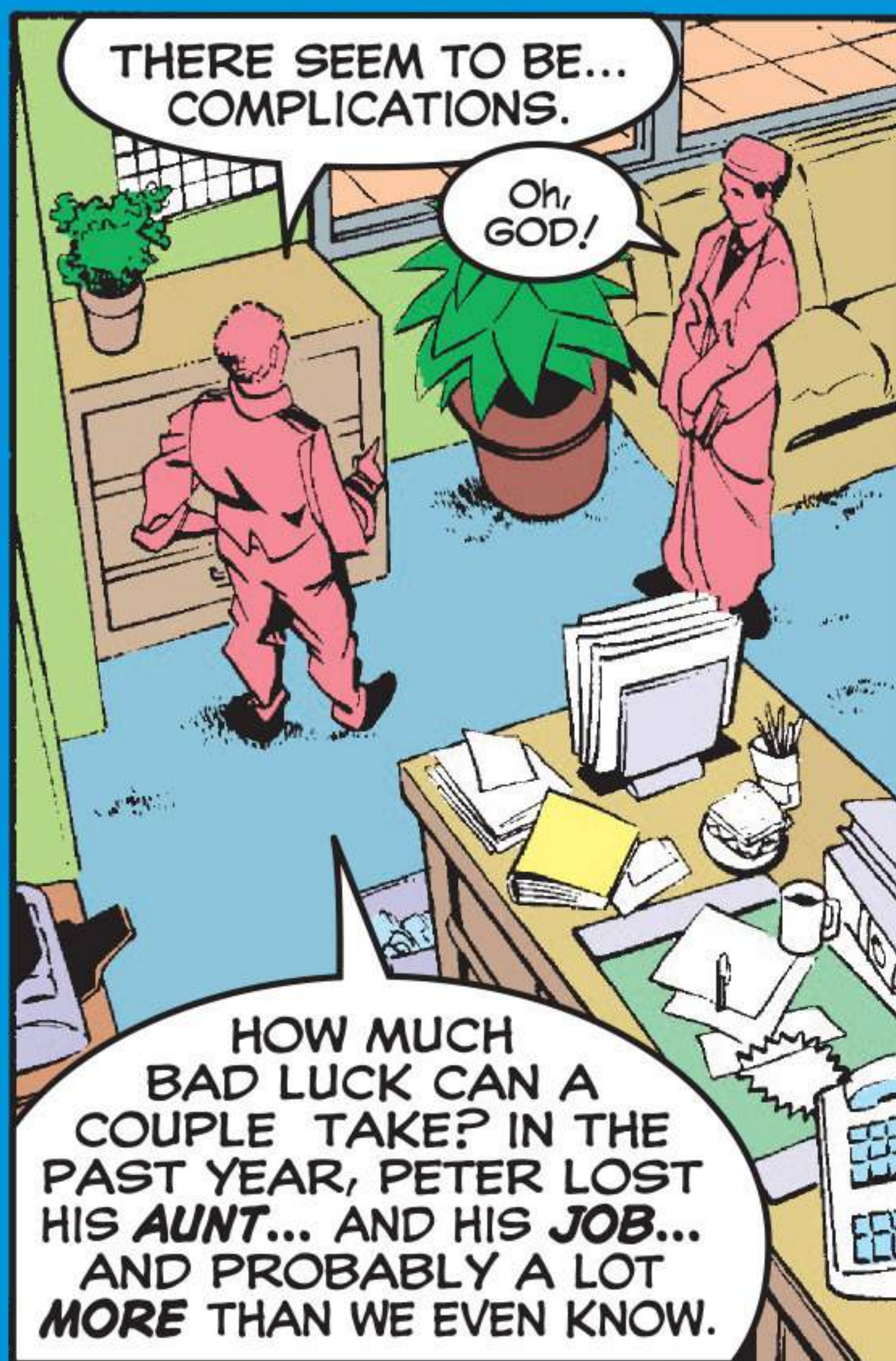
... VERY
SERIOUS
PROBLEMS!



HEY, ROBBIE! YOU KNOW ANYTHING
ABOUT A HALLOWEEN PARTY
IN THE NEWS --

-- IS
SOMETHING
WRONG?

IT'S
PETER AND
MARY JANE'S
BABY...



THERE SEEM TO BE...
COMPLICATIONS.

Oh,
GOD!

HOW MUCH
BAD LUCK CAN A
COUPLE TAKE? IN THE
PAST YEAR, PETER LOST
HIS AUNT... AND HIS JOB...
AND PROBABLY A LOT
MORE THAN WE EVEN KNOW.



WHEN
WILL THEIR
BAD STREAK
EVER END?



STAND STILL, REILLY!

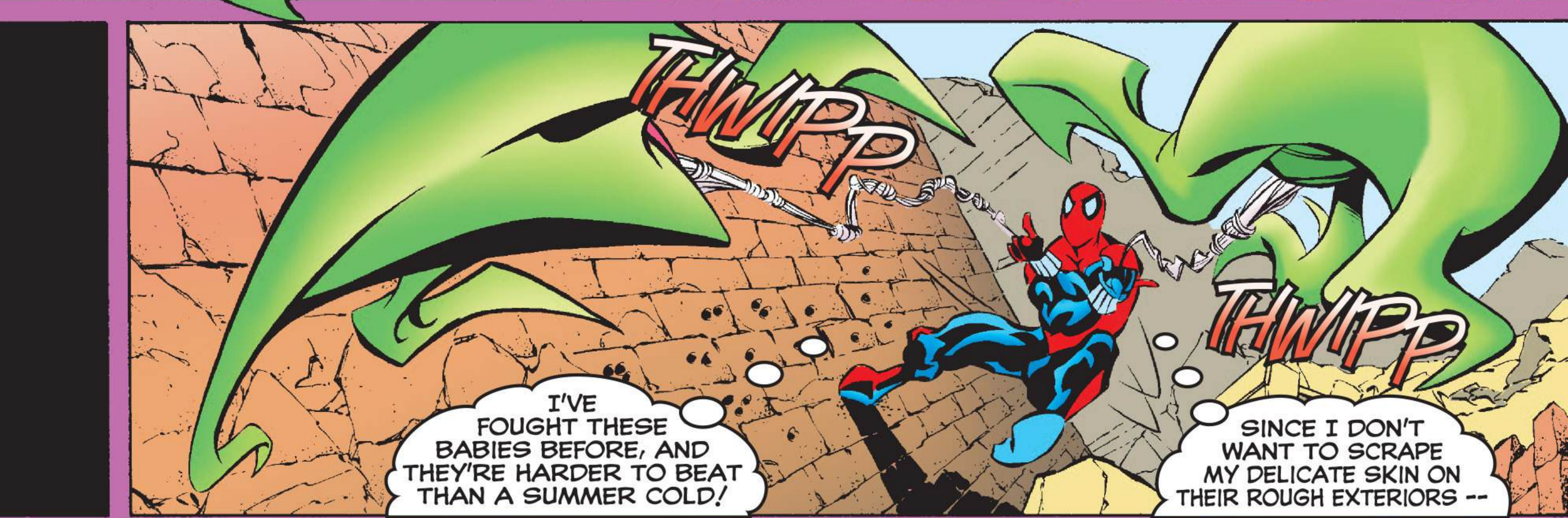
YOU'RE ONLY BEING OBDURATE BY TRYING TO DELAY THE INEVITABLE.



OBDURATE?! NOW THERE'S A WORD YOU DON'T HEAR EVERYDAY.

IT'S BAD ENOUGH YOU'RE TRYING TO BLOW ME TO KINGDOM COME. NOW YOU'RE TESTING MY VOCABULARY?!

Uh-Oh! TWO OF STROMM'S CREEPY CRAWLERS ARE CLOSING IN ON ME!



I'VE FOUGHT THESE BABIES BEFORE, AND THEY'RE HARDER TO BEAT THAN A SUMMER COLD!

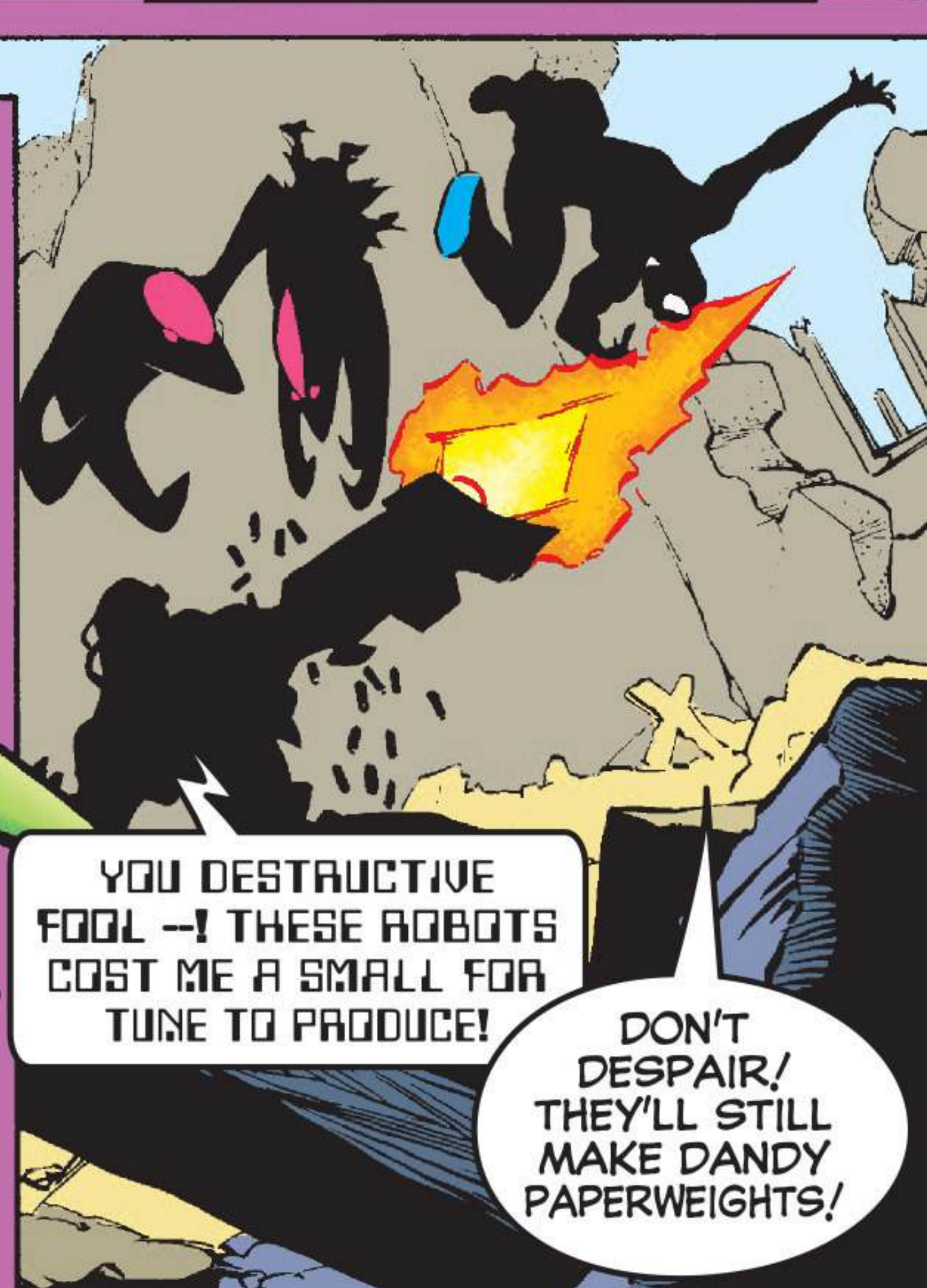
SINCE I DON'T WANT TO SCRAPE MY DELICATE SKIN ON THEIR ROUGH EXTERIORS --



-- I'LL JUST BRING THEM TOGETHER, AND HOPE FOR THE BEST!



IT WORKED! THE COLLISION DISRUPTED THEIR GUIDANCE SYSTEMS!



YOU DESTRUCTIVE FOOL -- THESE ROBOTS COST ME A SMALL FORTUNE TO PRODUCE!

DON'T DESPAIR! THEY'LL STILL MAKE DANDY PAPERWEIGHTS!

MEANWHILE, NOT FAR AWAY...

WITH THE WAY MY POWERS HAVE BEEN CUTTING IN AND OUT ON ME LATELY, I CAN'T RISK A PROLONGED FIGHT!

I'VE GOT A PLAN TO THIN OUT THIS **RAT PACK**, BUT IT ALL HANGS ON MY ABILITY TO REACH THIS EXTENDED **ARM** --!

LOOK OUT, WILLIS! THE FLESHBAG IS SOMERSAULTING TOWARD YOU!

HEY! NO FAIR USING MY OWN LIMBS AGAINST ME!

SPWA WAK

LOOK ON THE BRIGHT SIDE, KIDDO!

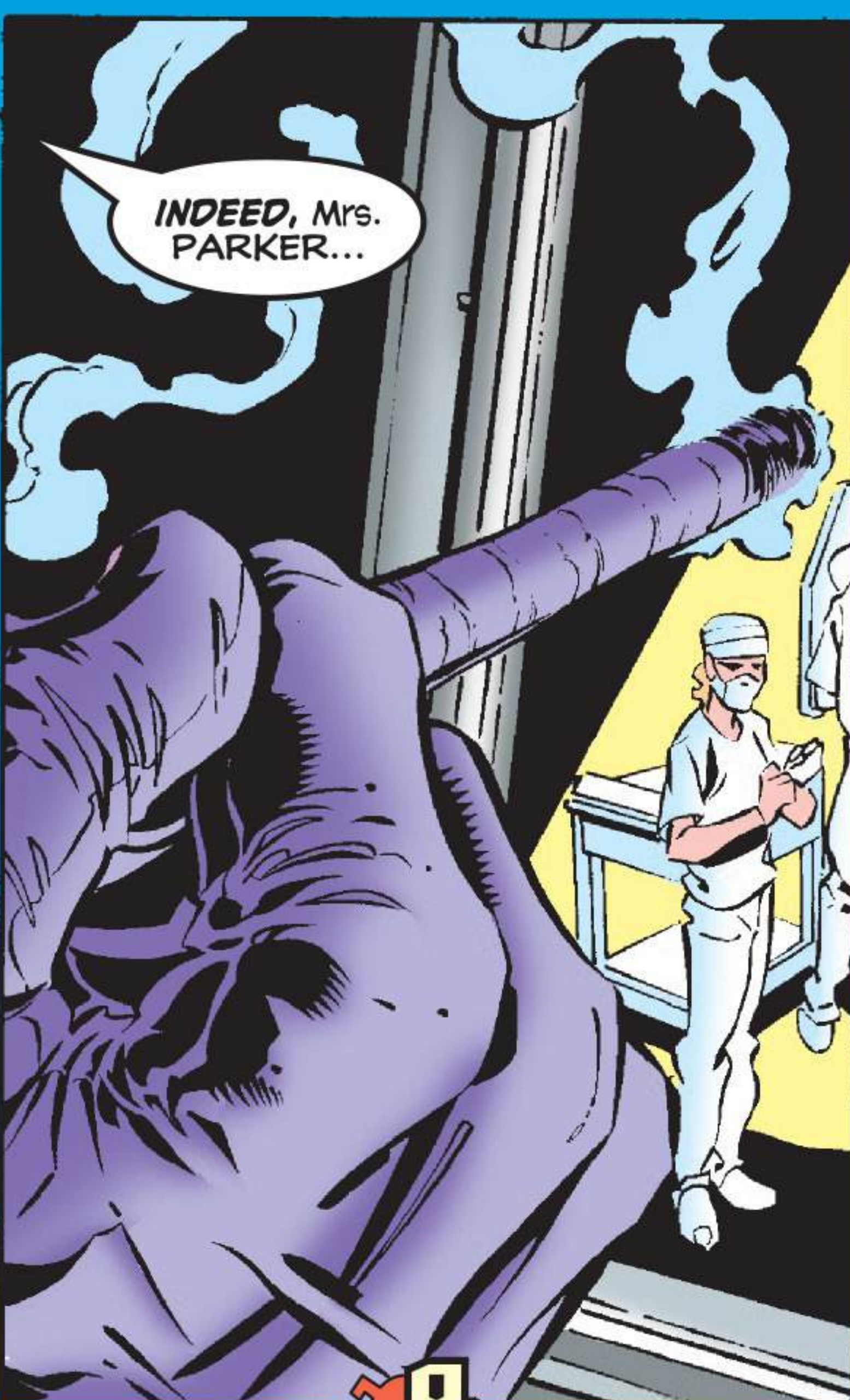
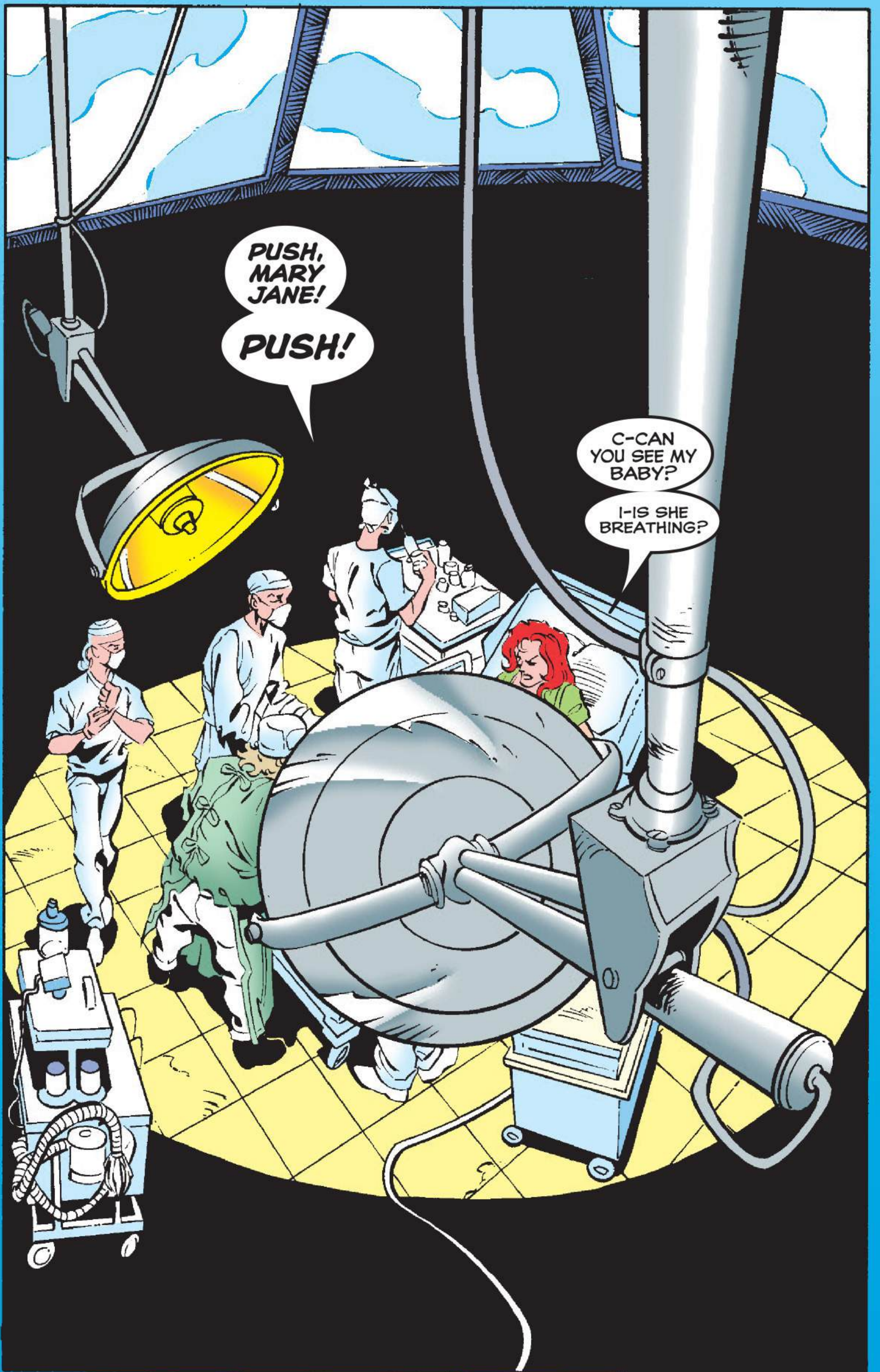
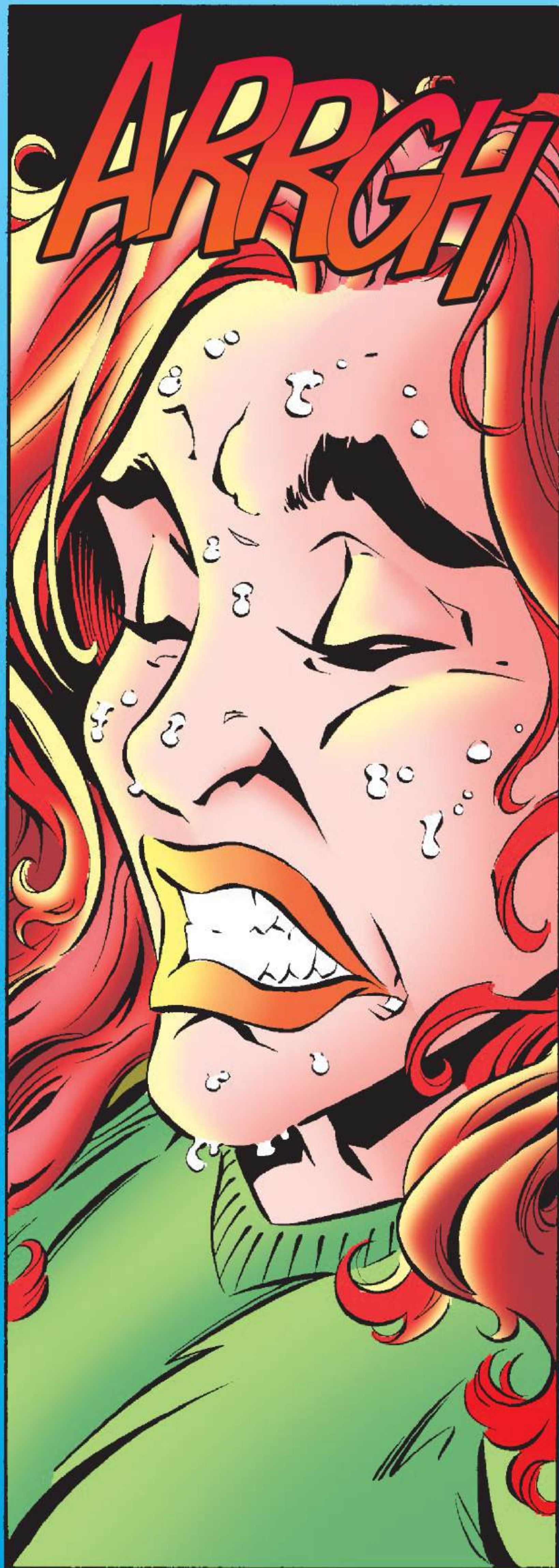
I'M SAVING YOU FROM THE ANGUISH OF **PUBERTY**!

Oh, MAN! THAT MISERABLE FLESHBAG TOTALED WILLIS!

TOTALED?! WHO'S TOTALED? JUST TOSS ME IN HIS DIRECTION, AND I'LL BITE HIS ANKLES OFF!

WHAT'CHU TALKING ABOUT, WILLIS? YOU'RE **SCRAP**!

DAISY AND ME'LL WASTE THE FLESHER ON OUR OWN!





THOSE KID ROBOTS ARE STILL HOT ON MY TRAIL, BUT I'M SURE I CAN -- **HEY!**

THAT TELEPHONE COULD BE THE ANSWER TO MY PRAYERS!



PLEASE WORK! PLEASE BE CONNECTED! **YAHOO!**

I KNOW THIS ISN'T THE PROPER TIME FOR A QUICK CALL, BUT I CAN'T PASS UP ANY OPPORTUNITY TO REACH **MARY JANE**.

I JUST HOPE HER AUNT IS CARRYING HER PHONE...



YOU WERE SUPPOSED TO CHECK IN THE MOMENT I BEEPED YOU!

WHAT KEPT YOU? WHERE HAVE YOU BEEN?



I...Uh... I'M STUCK BETWEEN STATIONS IN A SUBWAY CAR.

BUT I FINALLY PERSUADED A FELLOW PASSENGER TO LEND ME HIS CEL PHONE.

HOW IS MARY JANE?



SHE'S ALREADY IN THE DELIVERY ROOM...



BUT I... I'M AFRAID THERE SEEM TO BE COMPLICATIONS.



W-WHAT ARE YOU SAYING, ANNA? WHAT'S WRONG?

ALL I KNOW IS THAT MARY JANE IS HAVING AN EXTREMELY DIFFICULT LABOR.



THE HOSPITAL
STAFF IS VERY
CONCERNED!



AND,
FRANKLY,
SO AM I!



I'M NOT TRYING
TO ALARM YOU,
BUT -- WHAT
ON EARTH?!

THOK



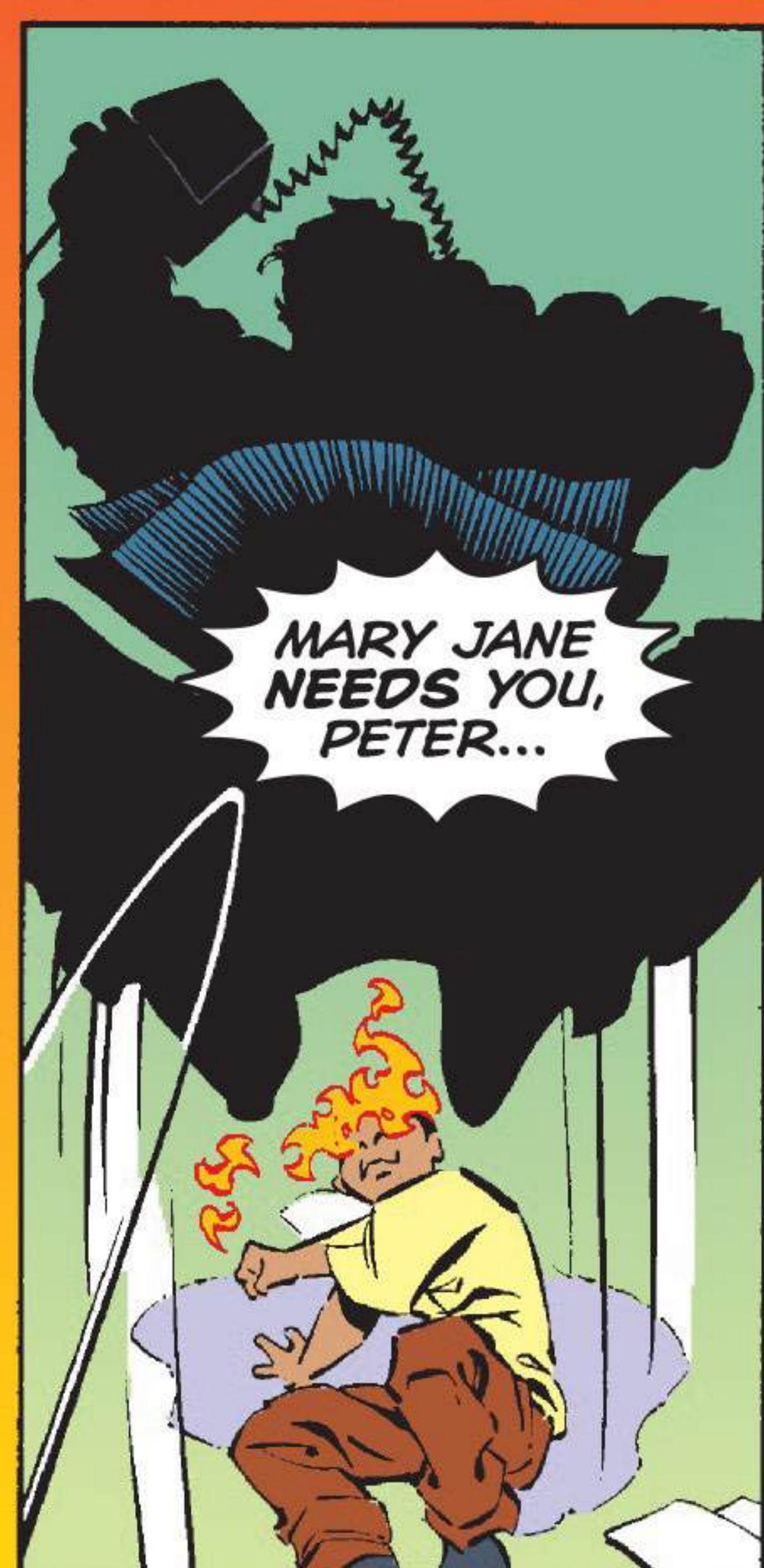
ARE YOU STILL
THERE, PETER?
WHAT WAS THAT
HORRIBLE
SOUND?



A COUPLE OF KIDS
ARE GETTING A
LITTLE **ANTSY**.
NOTHING TO
BE CONCERNED
ABOUT!

QUAM

THEY
LOOK LIKE
THEY'RE ALREADY
STARTING
TO SETTLE
DOWN.



MARY JANE
NEEDS YOU,
PETER...



PLEASE DO WHATEVER YOU
CAN TO GET HERE AS
SOON AS HUMANLY
POSSIBLE!

BELIEVE
ME, AUNT
ANNA...



NOTHING WILL KEEP
ME FROM MY WIFE'S
SIDE!



ABSOLUTELY
NOTHING!

THE 28TH PRECINCT...

PUT THAT DONUT TO YOUR LIPS, SNIDER -- AND I'M REACHING FOR THE LETTER OPENER!

C'MON, TORK, THE LAST ONE SHOULD BE MINE!

HATE TO INTERRUPT SUCH SERIOUS POLICE WORK, GENTLEMEN... BUT I CALLED YOU HERE TO MEET SOMEONE.

DETECTIVE SNIDER AND LIEUTENANT TORK, THIS IS **ARTHUR STACY**. HIS BROTHER WAS MY MENTOR AND MY FRIEND.

YOU MEAN **CAPTAIN GEORGE STACY**? THE MAN WAS PRACTICALLY A LEGEND. HIS **DEATH** WAS A BLOW TO ALL OF US.

DR. DONALD

HIS **DEATH**
WAS A BLOW
TO ALL OF US.

DETECTIVE
SNIDER AND
LIEUTENANT TORK,
THIS IS **ARTHUR
STACY.**

HIS
BROTHER
WAS MY
MENTOR
AND MY
FRIEND.

TREVANE MENTIONED THAT YOU WERE A PRIVATE SECURITY SPECIALIST. HOW CAN WE HELP YOU?

AND
HIS NAME
IS **SPIDER-
MAN!**



Aw,
GEEZ...

NOT
AGAIN!

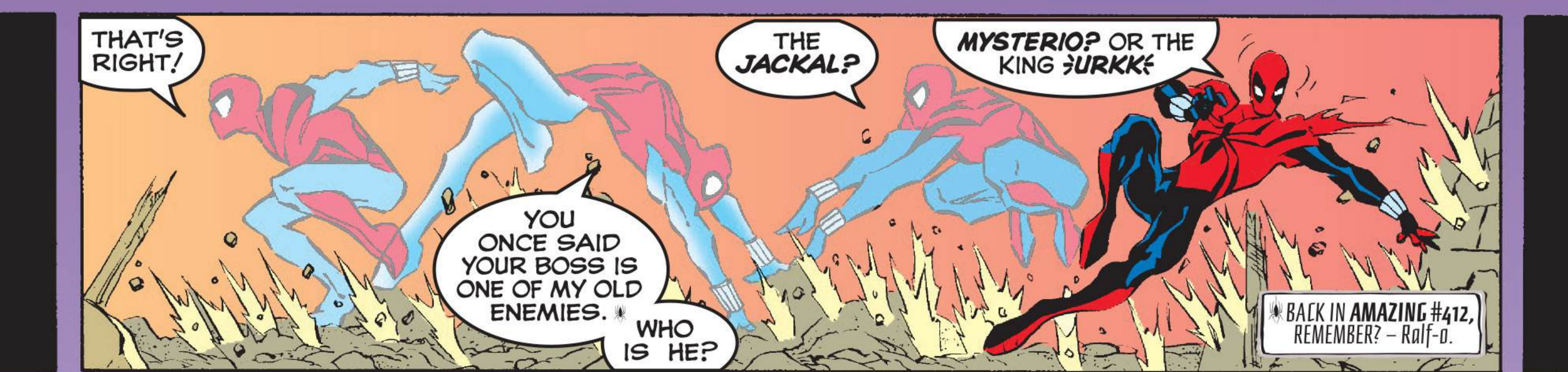
IF YOU'RE
GOING TO KEEP
FIRING THAT
STUPID ARM
CANNON --

-- YOU
MIGHT AS
WELL ANSWER
A FEW *QUESTIONS*
WHILE I MAKE
LIKE A JACK
RABBIT!

IF YOU
REALLY ARE
MENDEL STROMM...
WHERE HAVE YOU
BEEN ALL THESE
YEARS?

AND
WHY ARE
YOU SO INTENT
ON KILLING
ME?

I'M ONLY OBEYING ORDERS,
REILLY. THE MONSTER WHO
GAVE ME A SECOND CHANCE
AT LIFE IS THE ONE WHO
DEMANDS YOUR DEATH.



THAT'S
RIGHT!

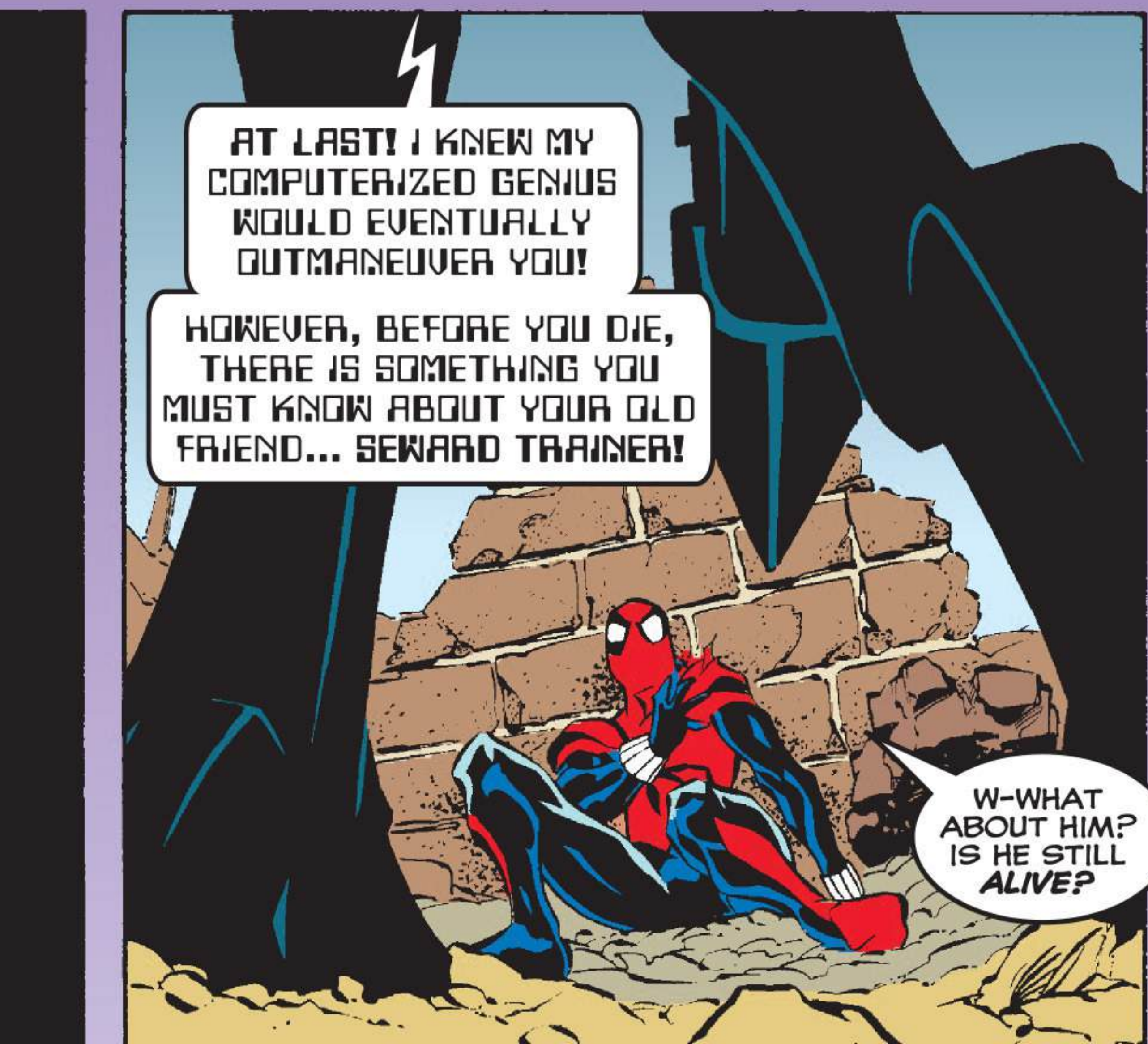
THE
JACKAL?

MYSTERIO? OR THE
KING **SHURKKE**?

YOU
ONCE SAID
YOUR BOSS IS
ONE OF MY OLD
ENEMIES.

WHO
IS HE?

BACK IN AMAZING #412,
REMEMBER? - Ralf-o.



AT LAST! I KNEW MY
COMPUTERIZED GENIUS
WOULD EVENTUALLY
OUTMANEUVER YOU!

HOWEVER, BEFORE YOU DIE,
THERE IS SOMETHING YOU
MUST KNOW ABOUT YOUR OLD
FRIEND... SEWARD TRAINER!

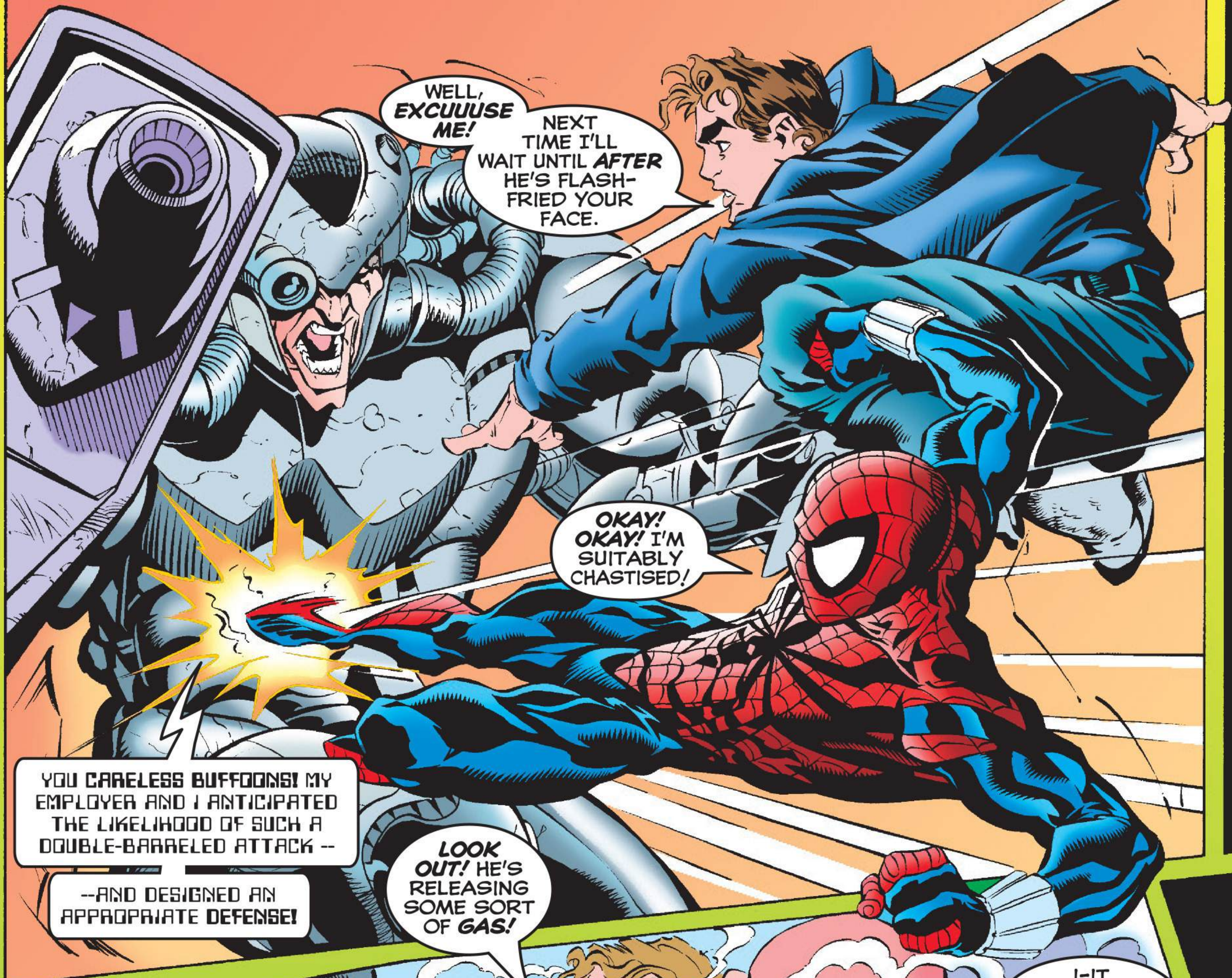
W-WHAT
ABOUT HIM?
IS HE STILL
ALIVE?



SORRY TO INTERRUPT, BUT IT
LOOKED LIKE YOU NEEDED A
HELPING HAND --

-- OR **FOOT** IN THIS
PARTICULAR
CASE!

YOUR
TIMING COULDN'T
HAVE BEEN
WORSE!



WELL,
EXCUUSE
ME!

NEXT
TIME I'LL
WAIT UNTIL **AFTER**
HE'S FLASH-
FRIED YOUR
FACE.

OKAY!
OKAY! I'M
SUITABLY
CHASTISED!

YOU CARELESS BUFFOONS! MY
EMPLOYER AND I ANTICIPATED
THE LIKELIHOOD OF SUCH A
DOUBLE-BARRELED ATTACK --

--AND DESIGNED AN
APPROPRIATE DEFENSE!

LOOK
OUT! HE'S
RELEASING
SOME SORT
OF **GAS!**

I-IT
CAN'T BE TOO
DANGEROUS.

MY
**SPIDER-
SENSE** DOESN'T
SEEM TO BE
REACTING
TO IT!



Uh,
STROMM...
MAYBE YOU
SHOULD CHECK THE
EXPIRATION DATE
ON THAT GAS,
AND --

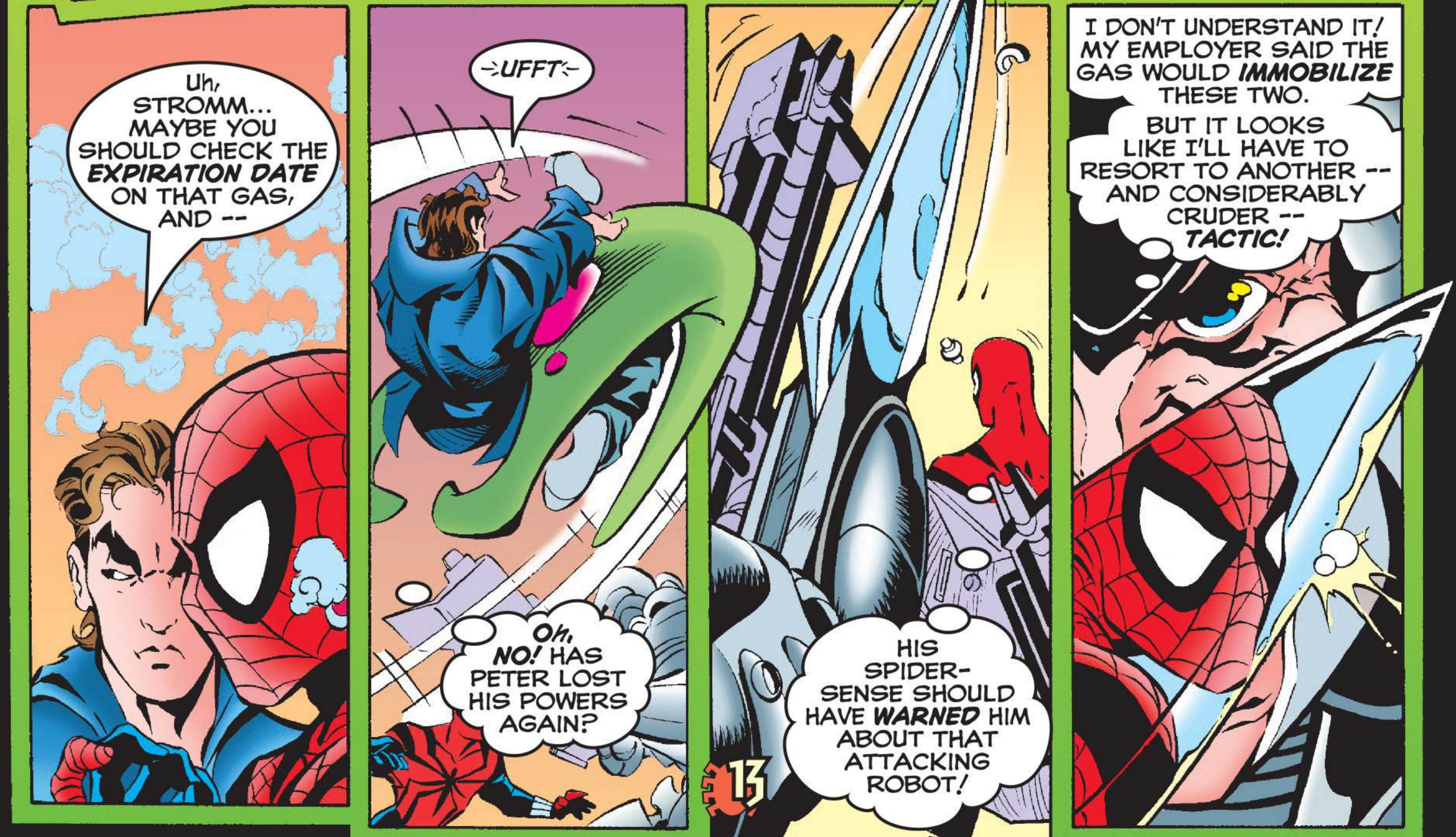
~UFFT~

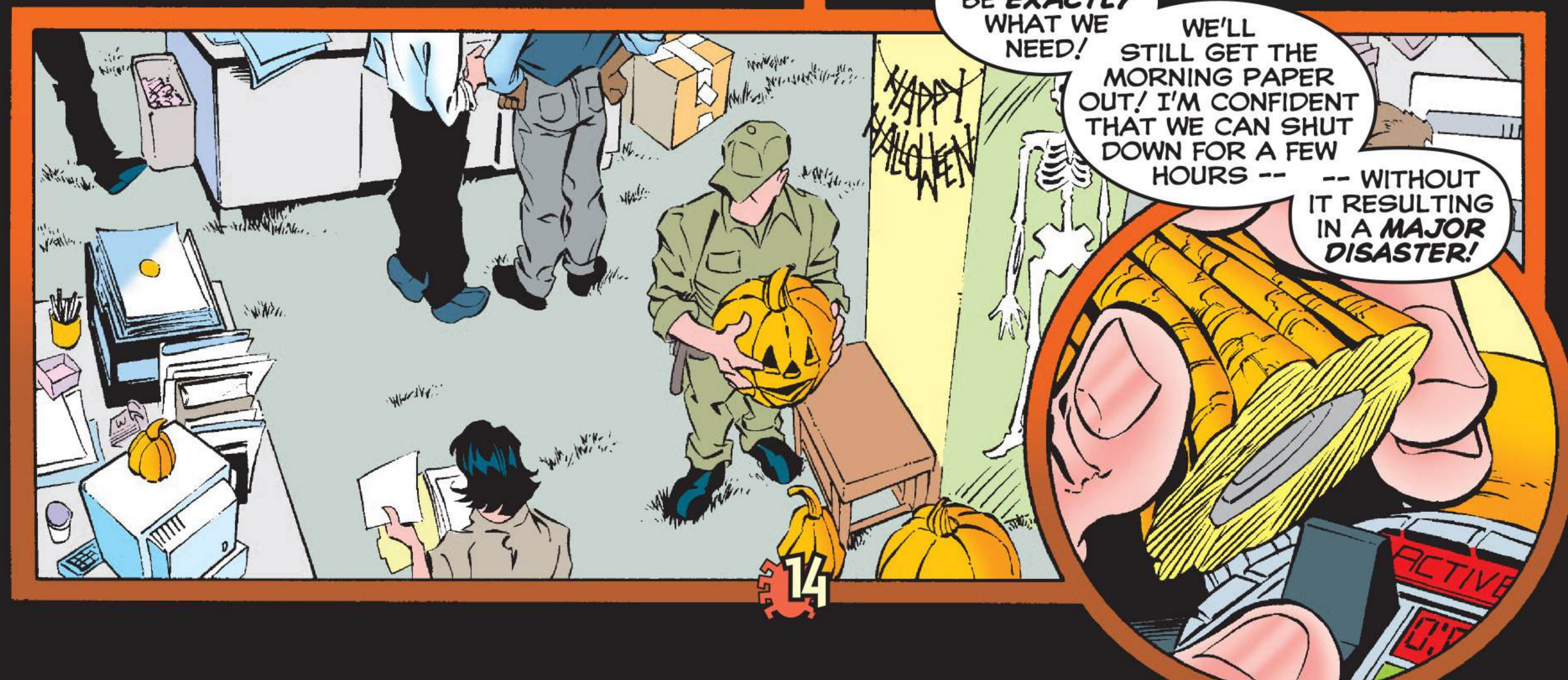
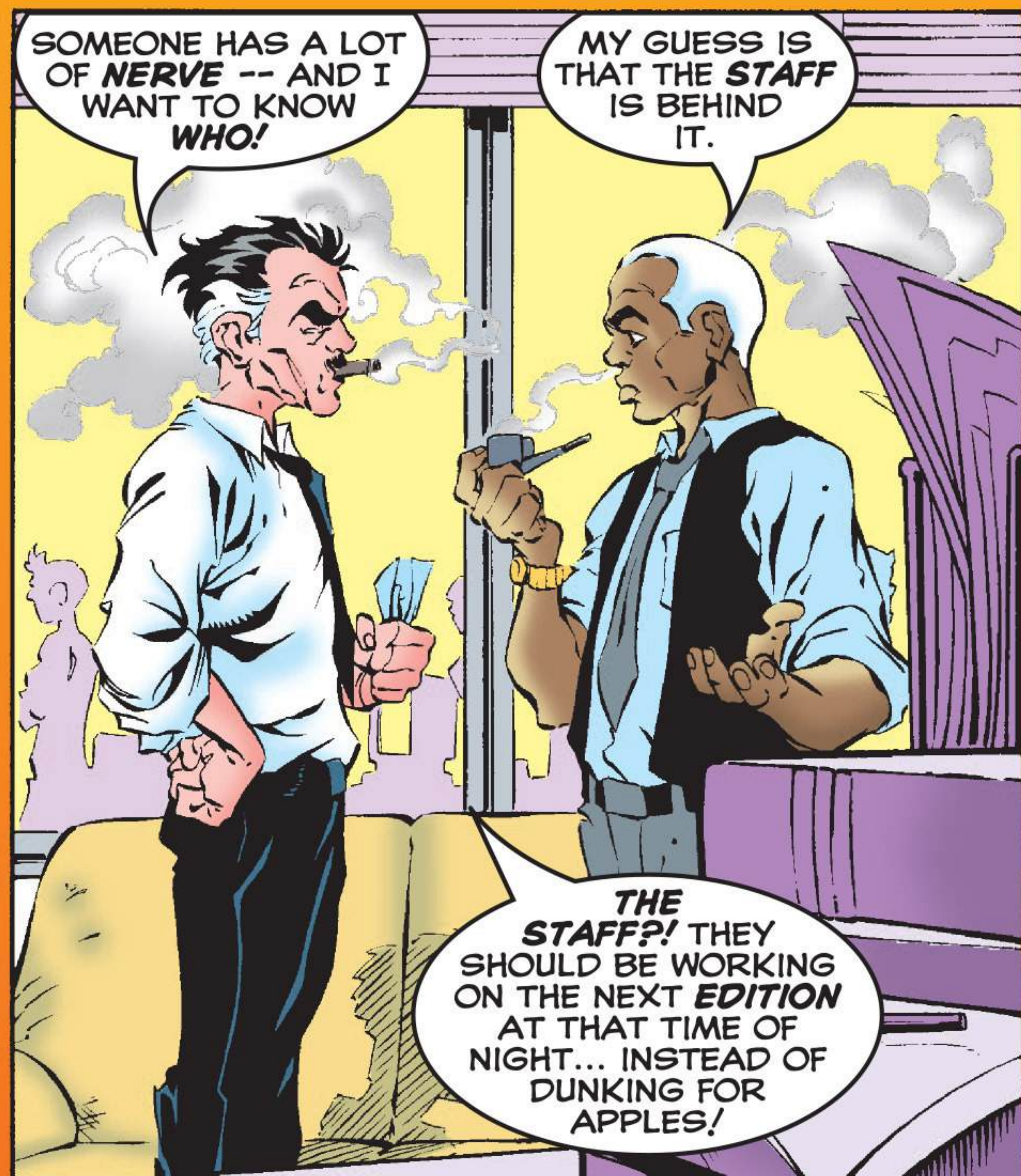
Oh,
NO! HAS
PETER LOST
HIS POWERS
AGAIN?

HIS
SPIDER-
SENSE SHOULD
HAVE **WARNED** HIM
ABOUT THAT
ATTACKING
ROBOT!

I DON'T UNDERSTAND IT!
MY EMPLOYER SAID THE
GAS WOULD **IMMOBILIZE**
THESE TWO.

BUT IT LOOKS
LIKE I'LL HAVE TO
RESORT TO ANOTHER --
AND CONSIDERABLY
CRUDER --
TACTIC!





SEWARD!

TELL
ME ABOUT
SEWARD!

TRAINER
WAS JUST
ANOTHER
PAWNI

A PLAYTHING OF
THE ONE WHO'S BEEN
PULLING ALL OUR
STRINGS!

TRAINER WAS ASSIGNED
TO KEEP TRACK OF YOU,
REILLY... AND TO WIN
YOUR CONFIDENCE AND
TO REGENERATE MY BODY!

YOU'RE
LYING! YOU
MUST BE
LYING!

SEWARD
WAS MY
FRIEND! I
TRUSTED
HIM!

TRAINER WAS
ONLY A TOOL!
A TOOL WHICH HAD
OUTLIVED HIS
USEFULNESS!

YOU
KILLED
HIM?!

DOES IT REALLY MATTER
WHO ENJOYED THAT
PARTICULAR HONOR?

THWIPP

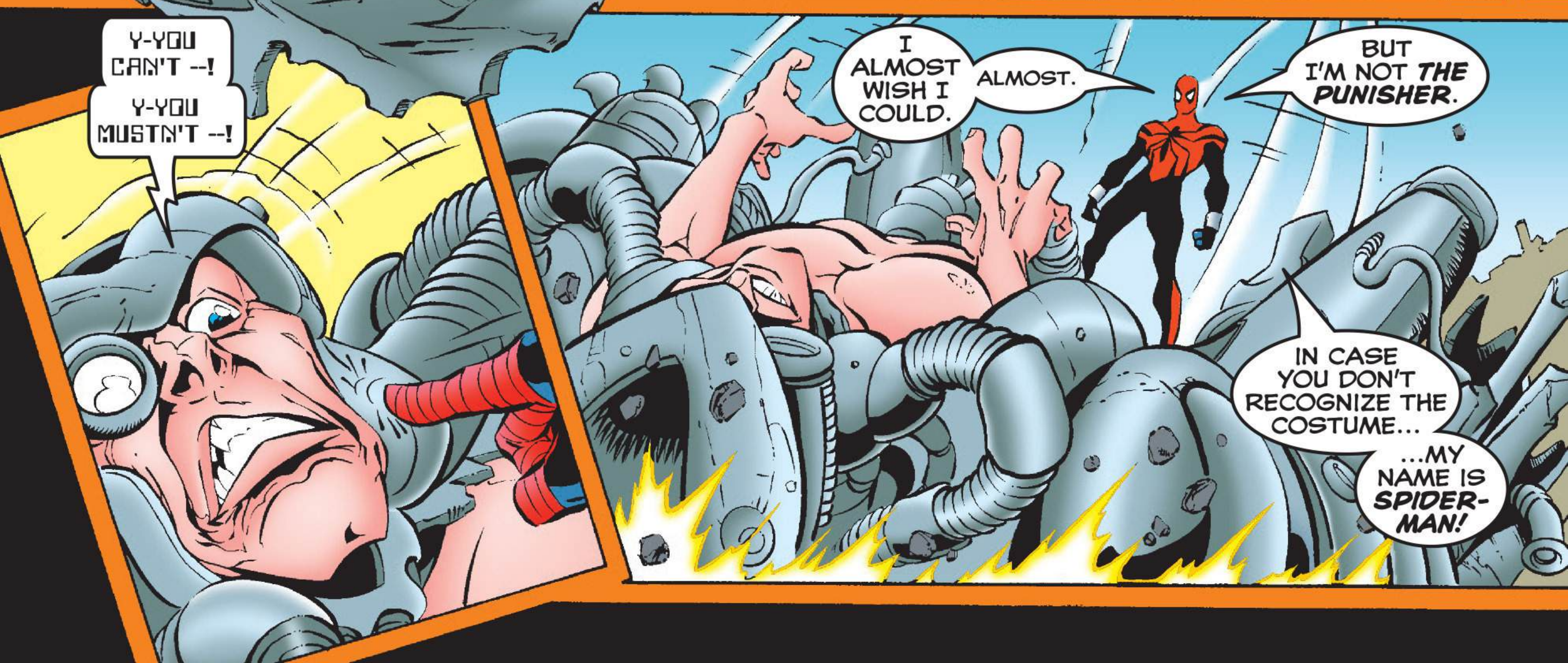
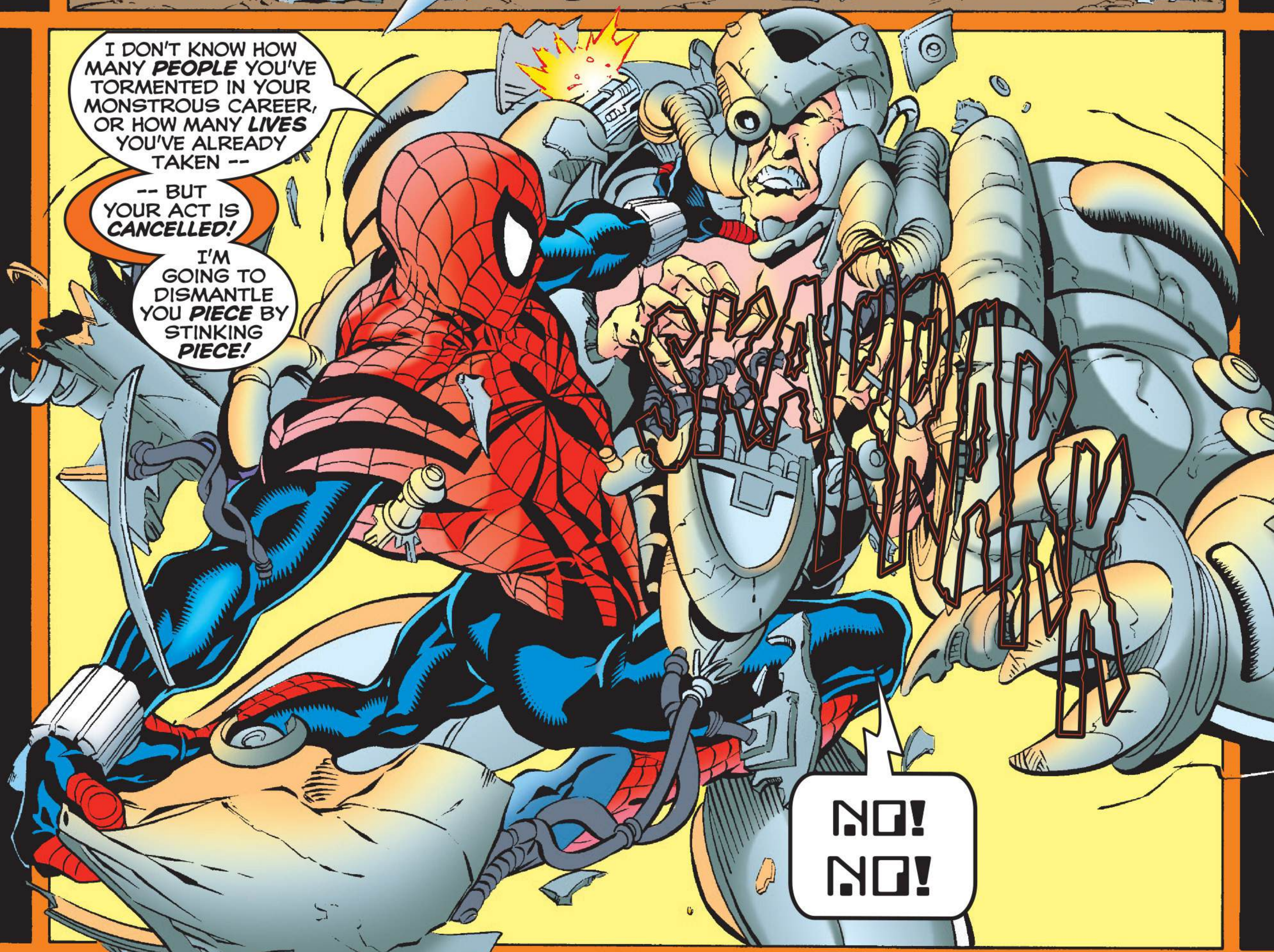
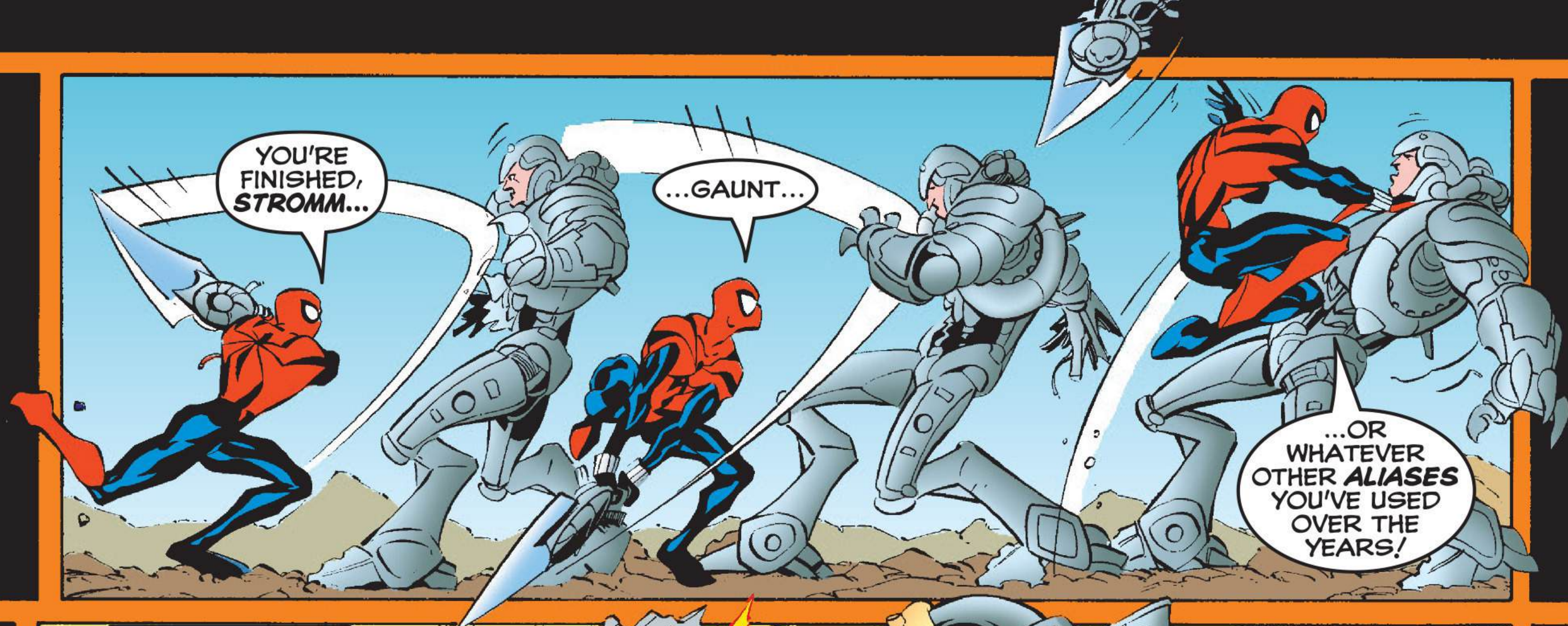
I DON'T
KNOW IF I
CAN BELIEVE A
SINGLE WORD
YOU'VE SAID,
STROMM.

YOU'RE HARDLY A
CREDITABLE
SOURCE.

BUT ONE
THING'S FOR
CERTAIN...

SNAP

THE
KILLING ENDS
HERE --
-- AND
NOW!



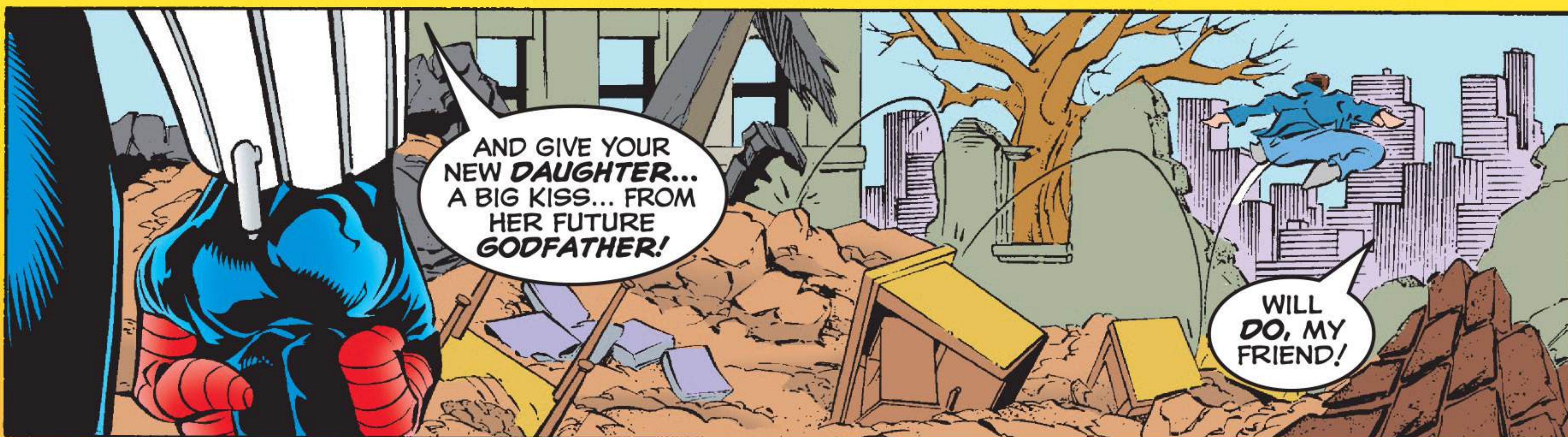


NICE SPEECH. WISH I'D SAID IT MYSELF!

AT ANOTHER TIME... YOU MIGHT HAVE!



WHY ARE YOU STILL *HERE*, PARKER?
GET GOING!



AND GIVE YOUR NEW *DAUGHTER*... A BIG KISS... FROM HER FUTURE *GODFATHER*!

WILL *DO*, MY FRIEND!

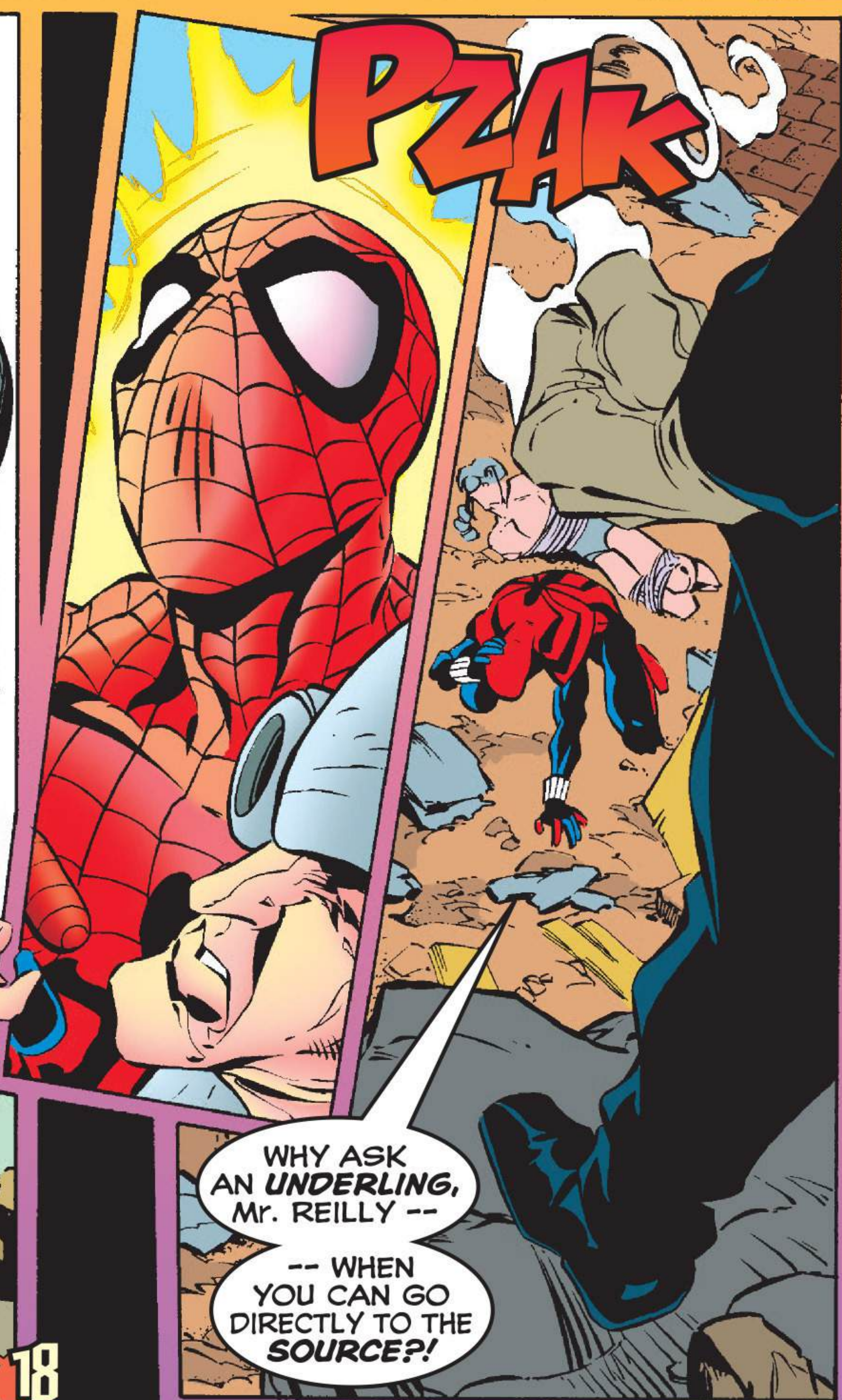


NOW THEN, I BELIEVE YOU HAVE *INFORMATION* TO SHARE...

... LIKE YOUR EMPLOYER'S *IDENTITY*!

H-H-HE'LL KILL US BOTH!

IS THAT A FACT?



PZAK

WHY ASK AN *UNDERLING*, Mr. REILLY --

-- WHEN YOU CAN GO DIRECTLY TO THE *SOURCE*?!



H-HOW'D HE SNEAK UP ON ME?
MUST'VE BEEN THE GAS!
MY SPIDER-SENSE SHOULD HAVE --
Oh, NO!



I-IT CAN'T BE YOU!
NOT YOU!
I THOUGHT YOU'D BE SURPRISED.



B-BUT YOU'RE DEAD!
I SAW YOU DIE!
ZAK
ZAK
ZAK
APPEARANCES ARE OFTEN DECEIVING.



UGHNN

PZAK

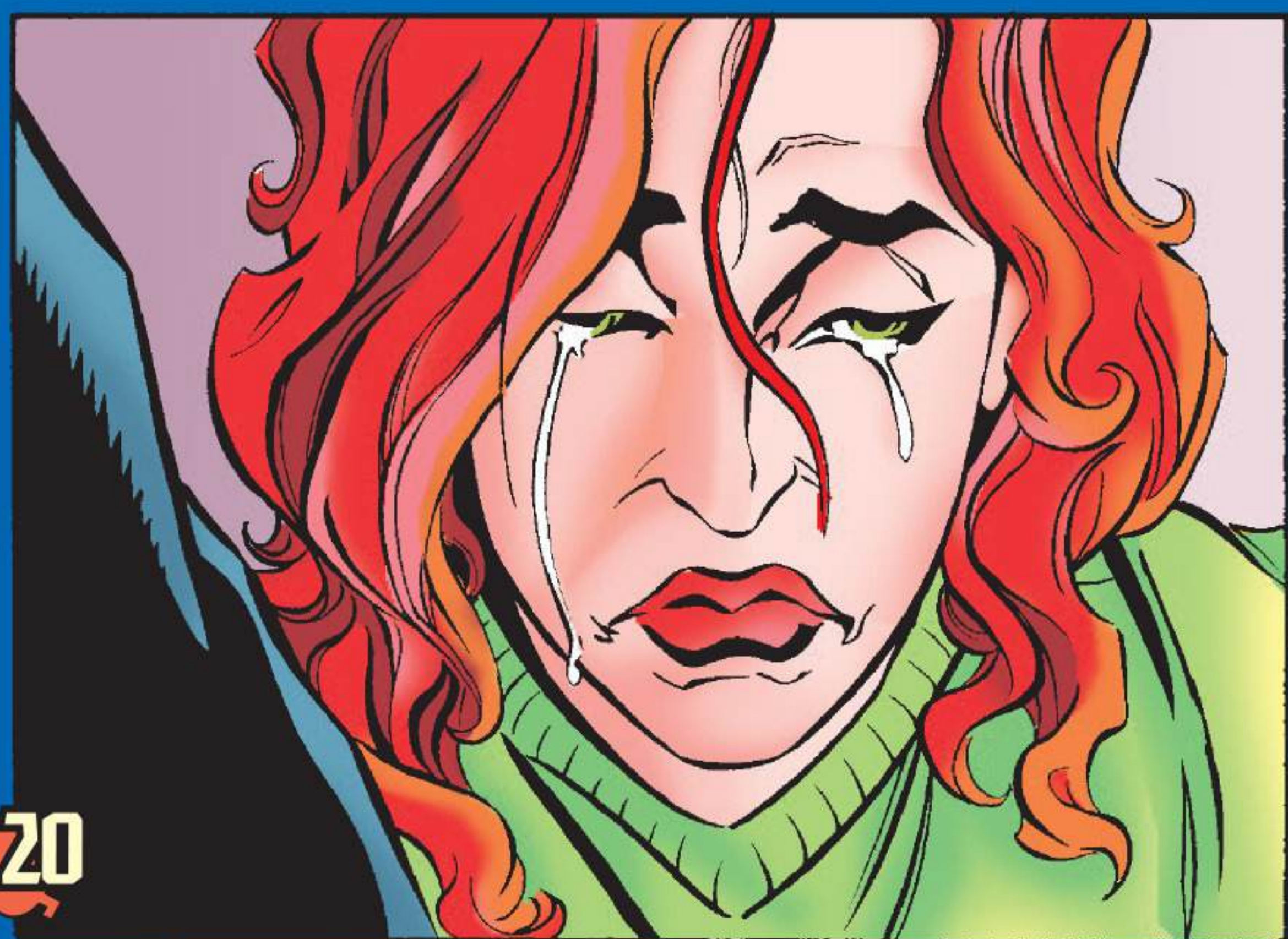
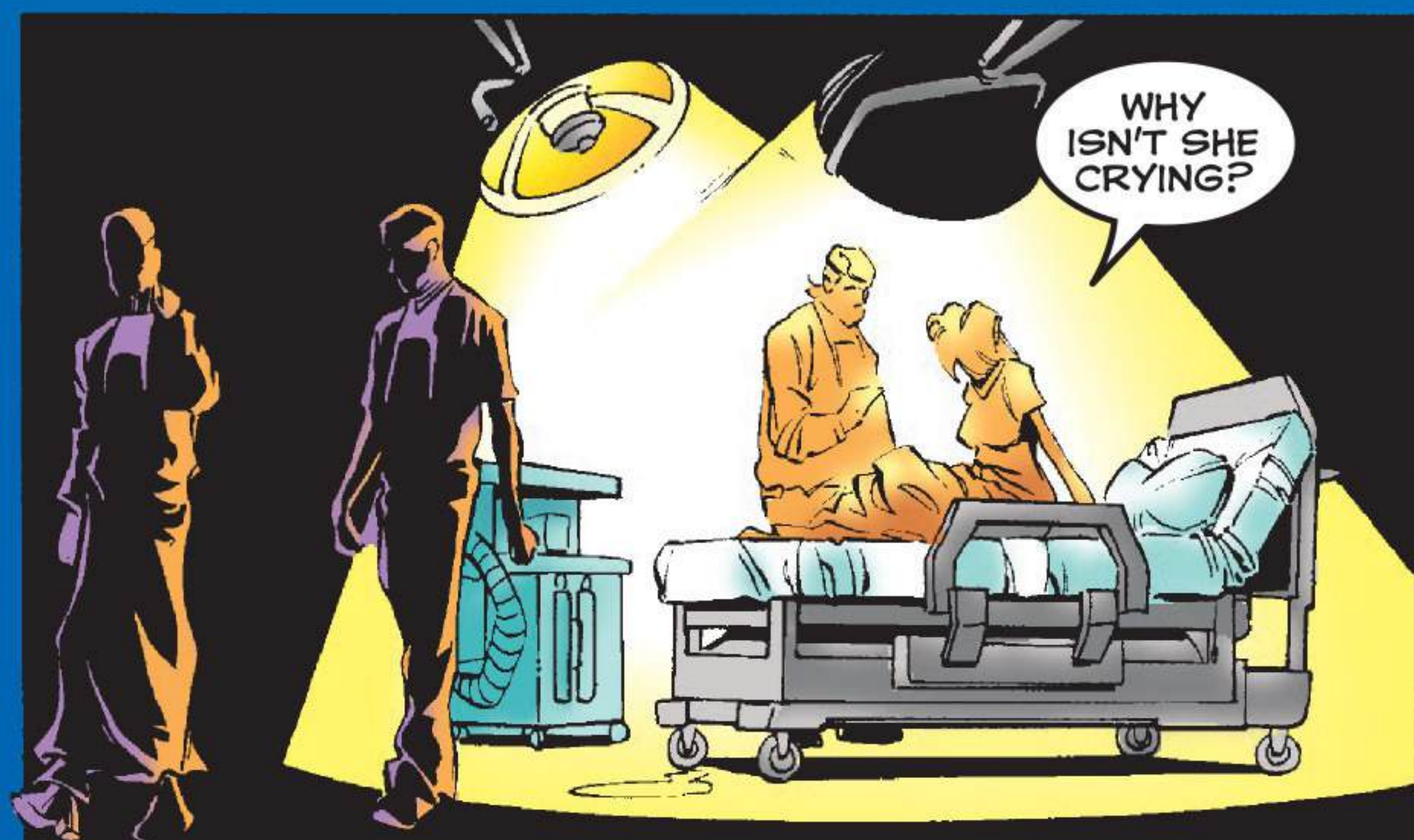
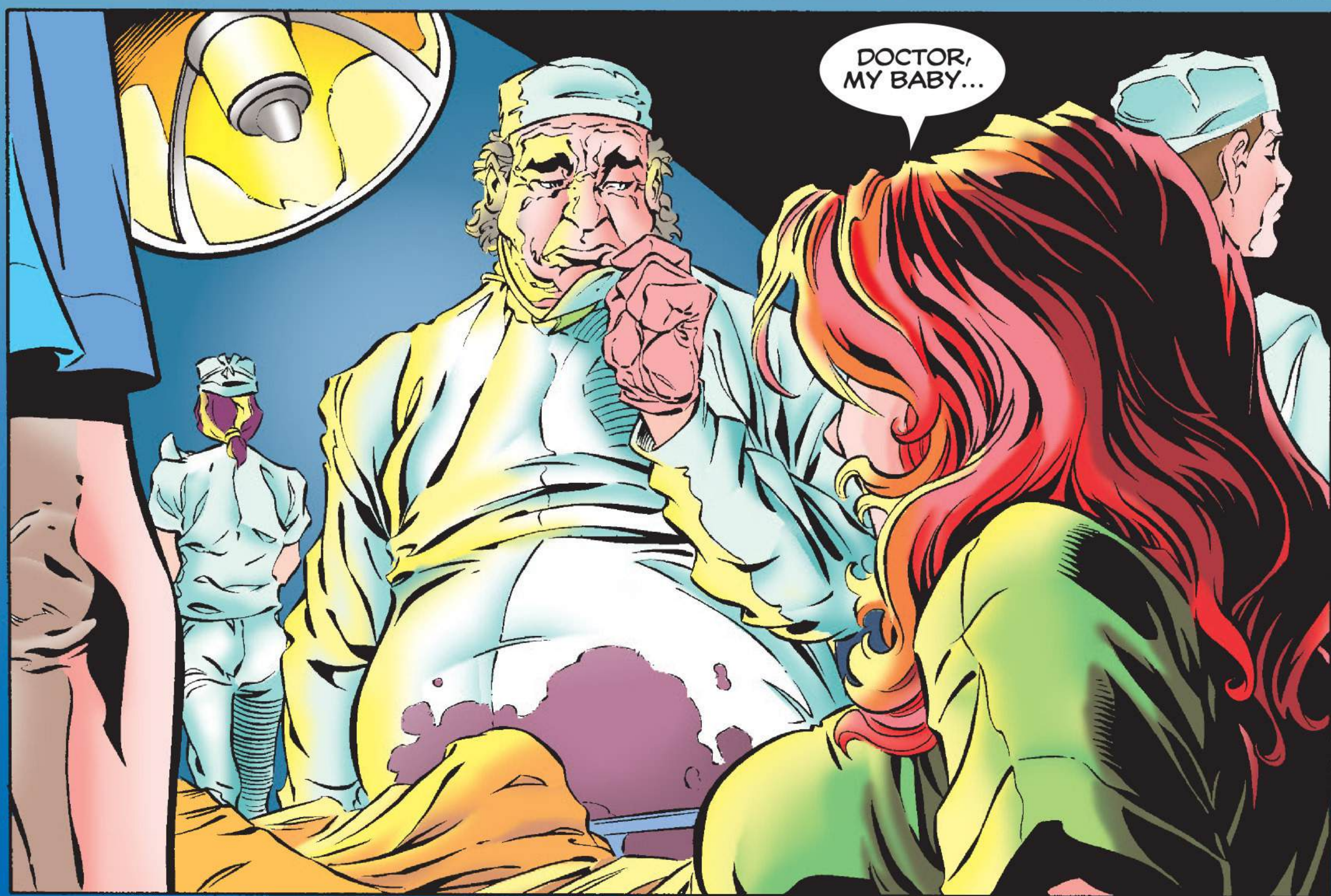


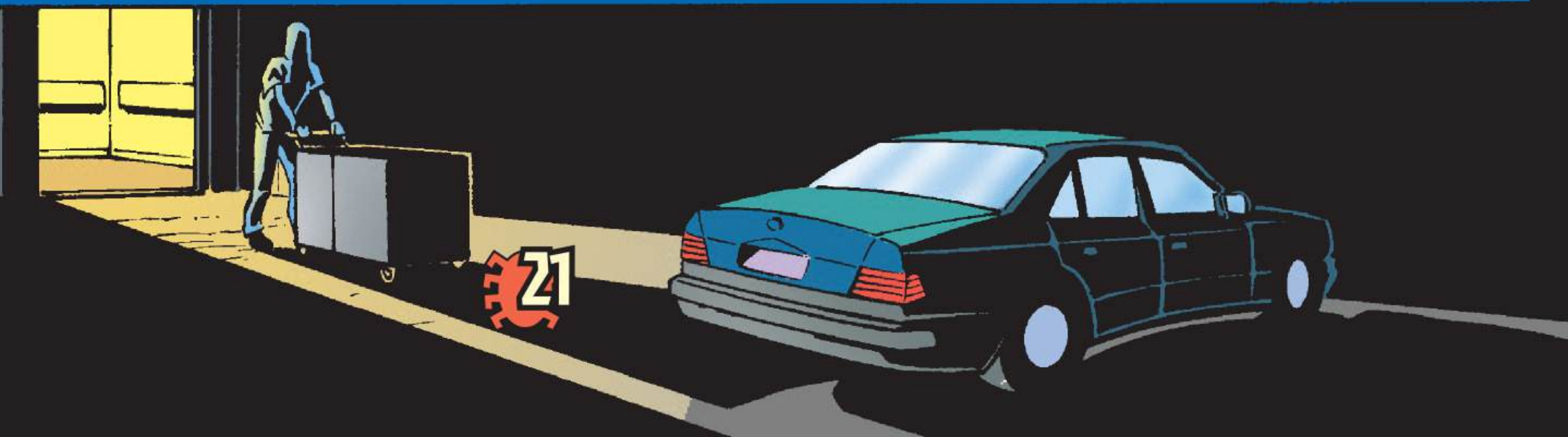
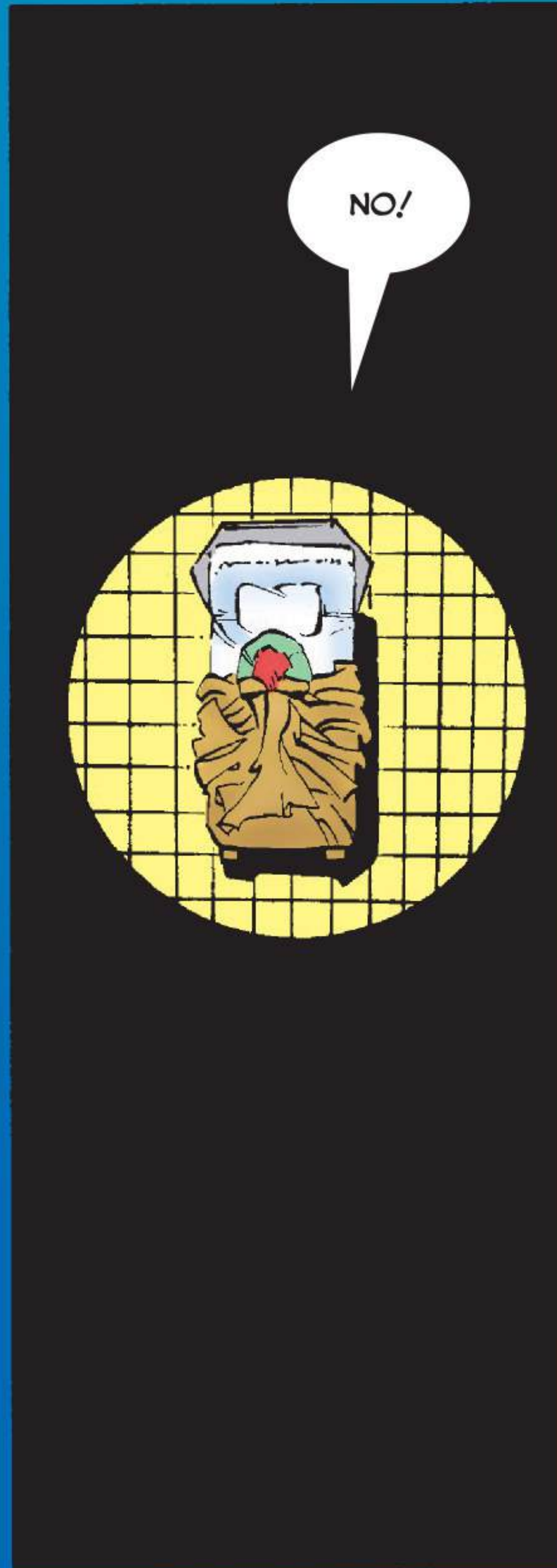
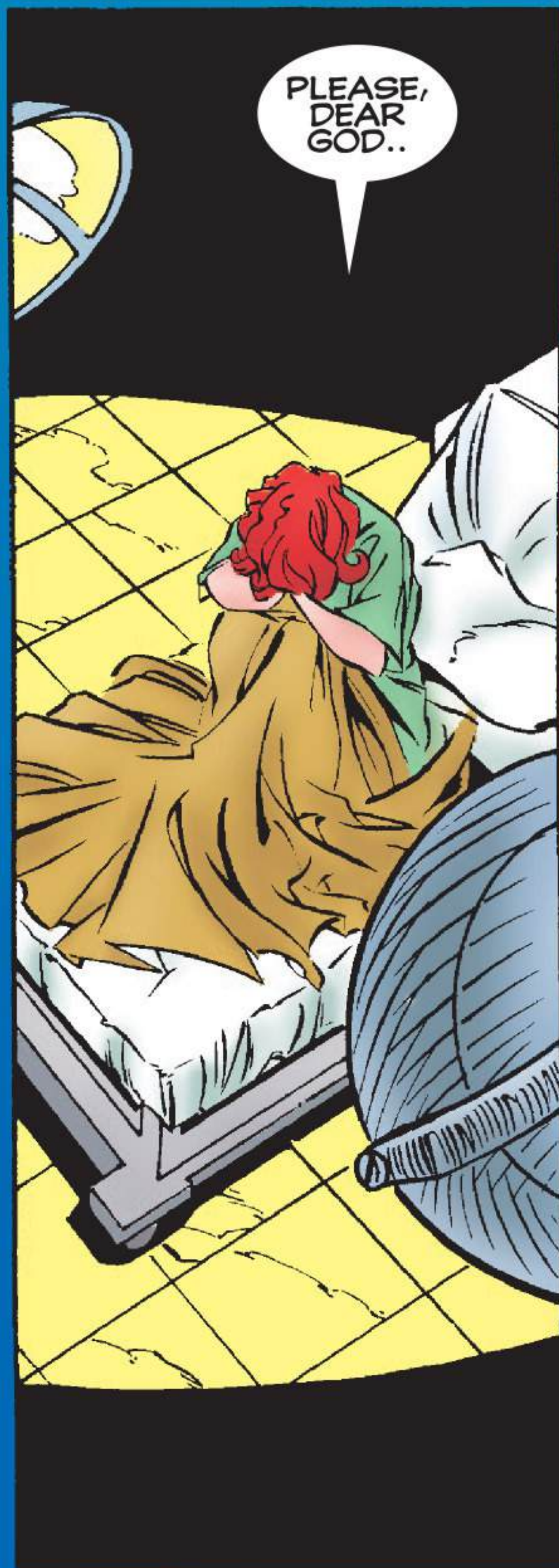
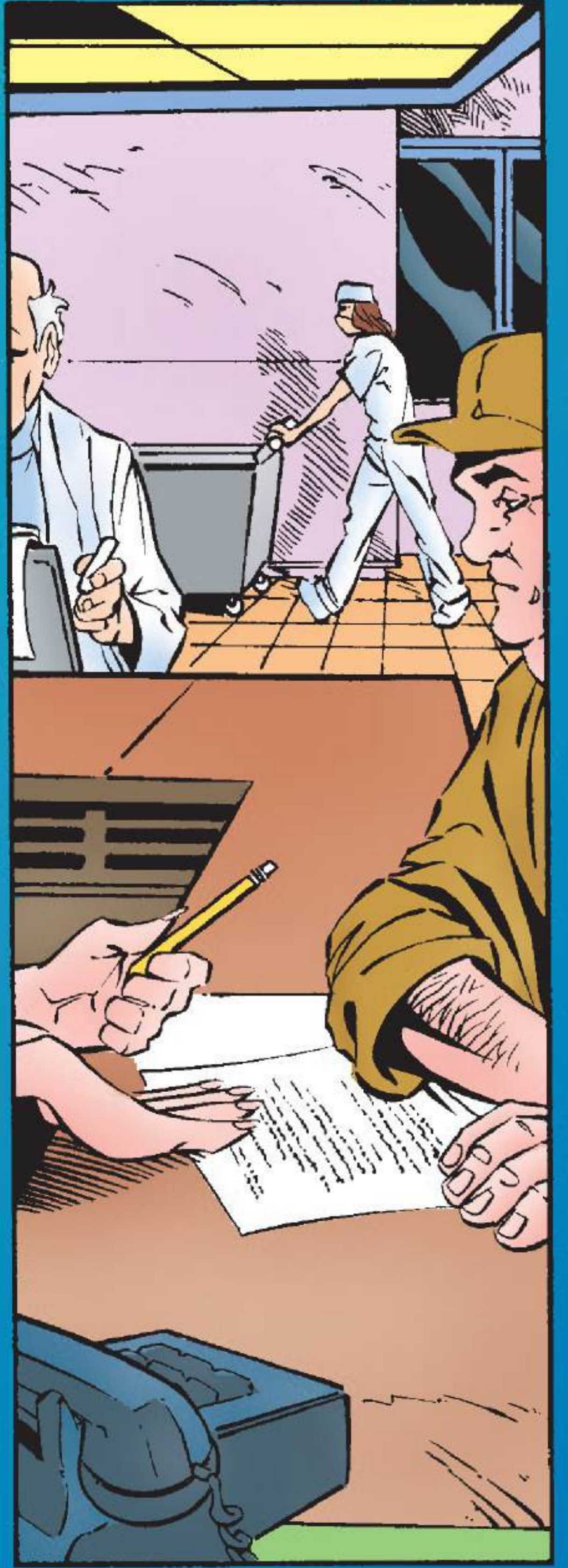
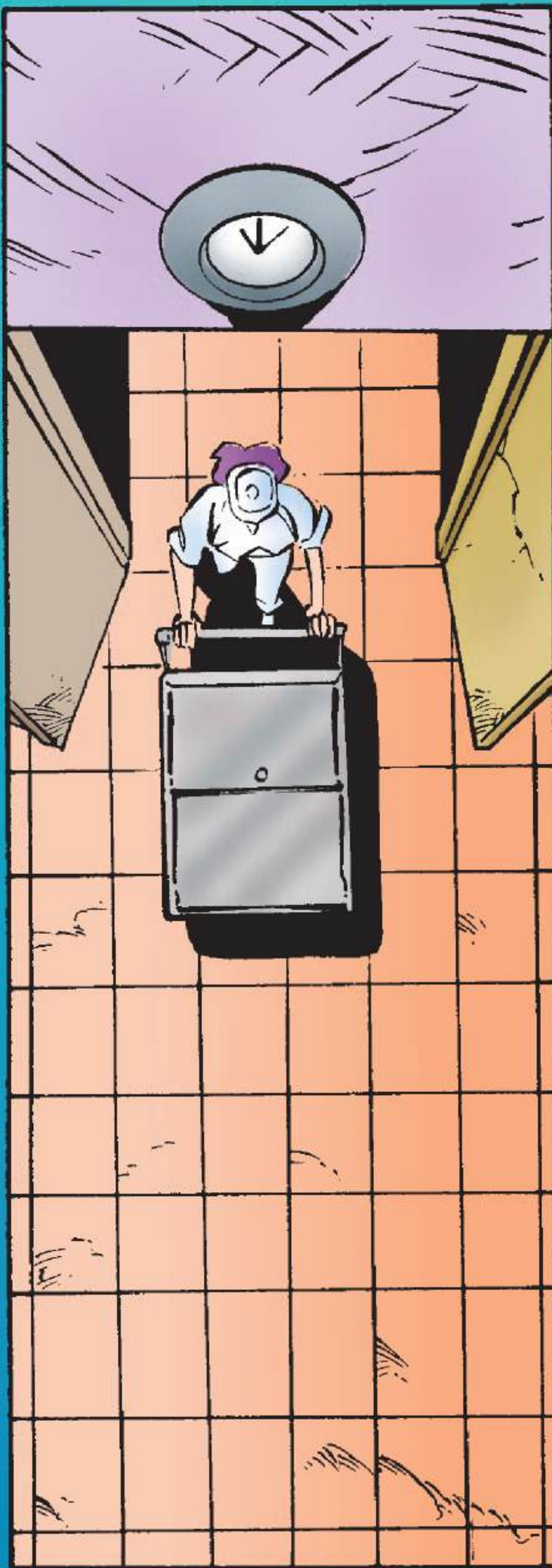
Y-YOU DID IT, YOU BEAT HIM. I COULD'VE DEFEATED HIM! I DIDN'T NEED YOUR INTERFERENCE!
YES, I COMPLETED YOUR ASSIGNMENT --



-- AND YOU KNOW THE REWARD FOR FAILURE!









DO YOU
HAVE THE
PACKAGE, MISS
MONGRAIN?

RIGHT
HERE,
SIR.



ANY
UNFORESEEN
DIFFICULTIES?

NONE,
SIR.



EXCELLENT!
I TRUST YOU'LL
MAKE SURE IT'S
NEVER SEEN
AGAIN.

I DO HOPE
YOU'LL ENJOY
EUROPE, MISS
MONGRAIN.



A SIZABLE **BONUS**
IS INCLUDED WITH
YOUR TRAVELING
EXPENSES.

THAT'S
VERY GENEROUS
OF YOU, SIR.



I ALWAYS
REWARD
EFFICIENCY.

GOODBYE, MISS
MONGRAIN.

GOODBYE,
SIR.



YOU
NEEDN'T BE
SO FORMAL
IN THE FUTURE,
ALISON...



YOU
MAY FEEL
FREE TO USE
MY REAL
NAME.



IT'S
NORMAN...

... **NORMAN**
OSBORN.

TO BE CONCLUDED IN:
SPIDER-MAN#75

MARVEL
COMICS

REVELATIONS **PART 4 of 4**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

PETER PARKER

SPIDER-MAN

SPIDER-MAN

DEC. '96

75

DOUBLE-SIZED
75th
ISSUE

FEATURING:

THE EXPLOSIVE
CLIMAX!

JR.
+
M.B.

NEW YORK CITY.

ALL HALLOWS EVE.

A NIGHT ON WHICH THE ENTIRE CITY IS TOUCHED WITH JUST A HINT OF MADNESS.

MAN, **NORMIE**, IT'S WAY COOL THAT WE'RE TRICK OR TREATIN' TOGETHER! **AND** WE'RE CLEANIN' UP!

YEAH, JOSH!

AND THANKS FOR LETTING ME COME WITH YOU, Mrs. LANE.

Oh, THAT'S QUITE ALL RIGHT, NORMAN. GLAD TO HAVE YOU ALONG.

MY MOM AND HER NEW BOYFRIEND ARE GOING TO SOME SORT OF PARTY AT THE **DAILY BUGLE**.

HIS NAME IS **FOGGY**! WHAT A DOOFUS!

UGPH!

S-SORRY, MISTER!

MY, MY, WHAT A PAIR OF FRIGHTENING LITTLE **GOBLINS** WE HAVE HERE.

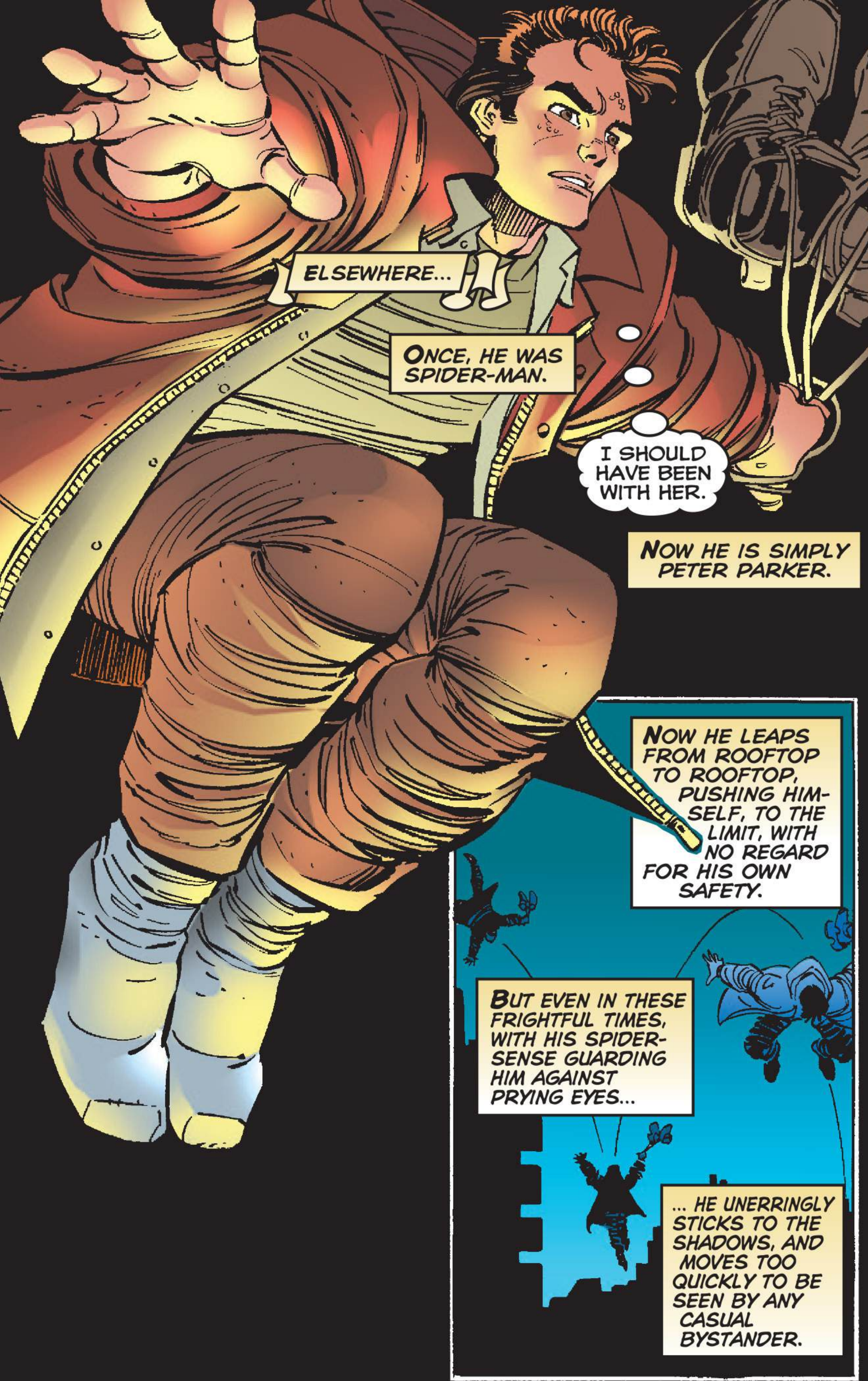
YOU CERTAINLY DESERVE A TREAT FOR SUCH FRIGHTENING COSTUMES.

COME ALONG, BOYS. LET'S NOT BOTHER THE GENTLEMAN.

STAY CLOSE TO THE LADY, YOUNG NORMAN. HALLOWEEN CAN BE A DANGEROUS NIGHT.

IT IS THE NIGHT OF THE GOBLINS.

G-G-RAMPA?



ELSEWHERE...

ONCE, HE WAS SPIDER-MAN.

I SHOULD HAVE BEEN WITH HER.

NOW HE IS SIMPLY PETER PARKER.

NOW HE LEAPS FROM ROOFTOP TO ROOFTOP, PUSHING HIMSELF, TO THE LIMIT, WITH NO REGARD FOR HIS OWN SAFETY.

BUT EVEN IN THESE FRIGHTFUL TIMES, WITH HIS SPIDER-SENSE GUARDING HIM AGAINST PRYING EYES...

... HE UNERRINGLY STICKS TO THE SHADOWS, AND MOVES TOO QUICKLY TO BE SEEN BY ANY CASUAL BYSTANDER.



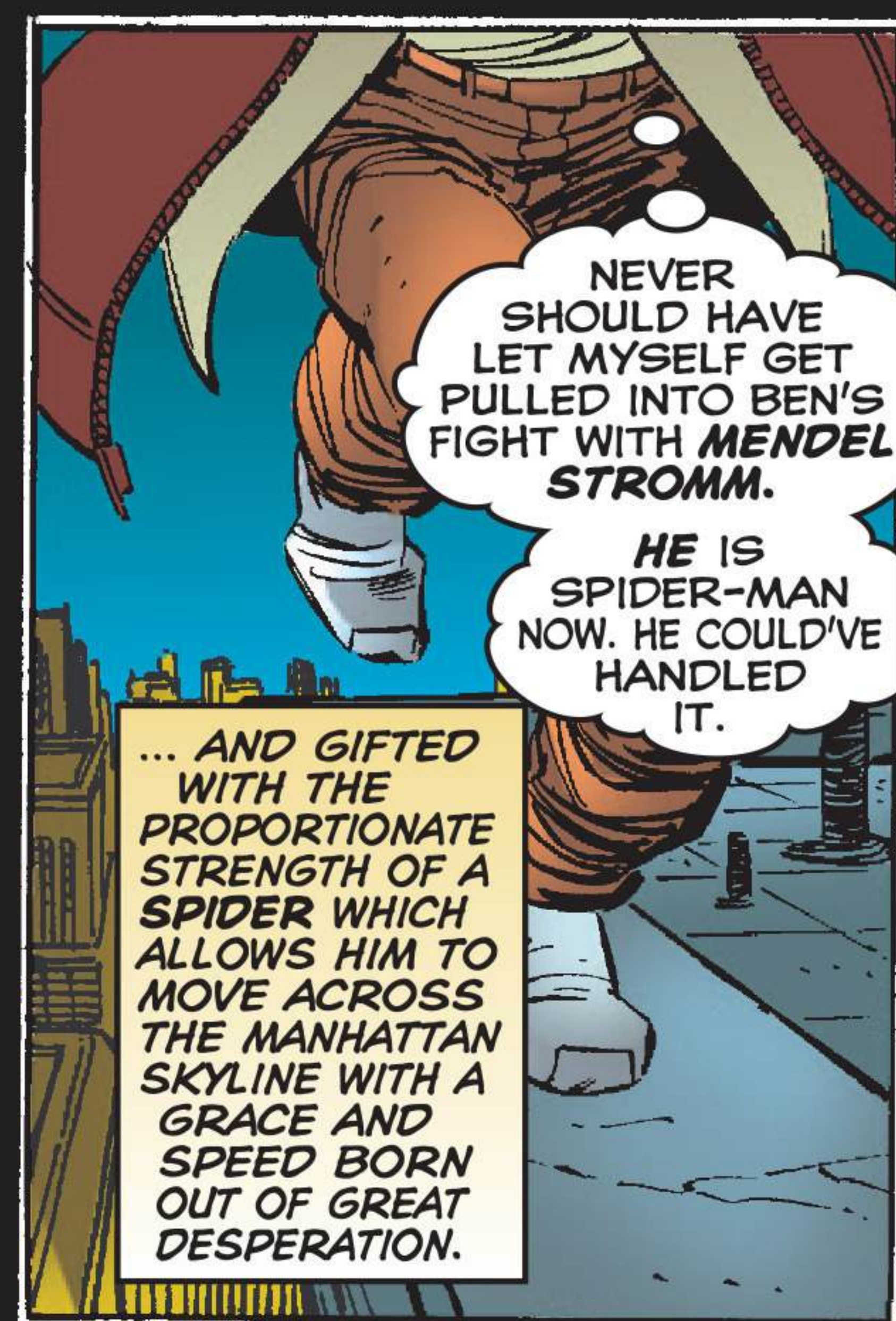
I KNEW THE BABY WAS DUE AT ANY TIME.

A YOUNG MAN BURDENED WITH AN OVERWHELMING SENSE OF RESPONSIBILITY...



PETER PARKER MOVES ON INSTINCT ALONE.

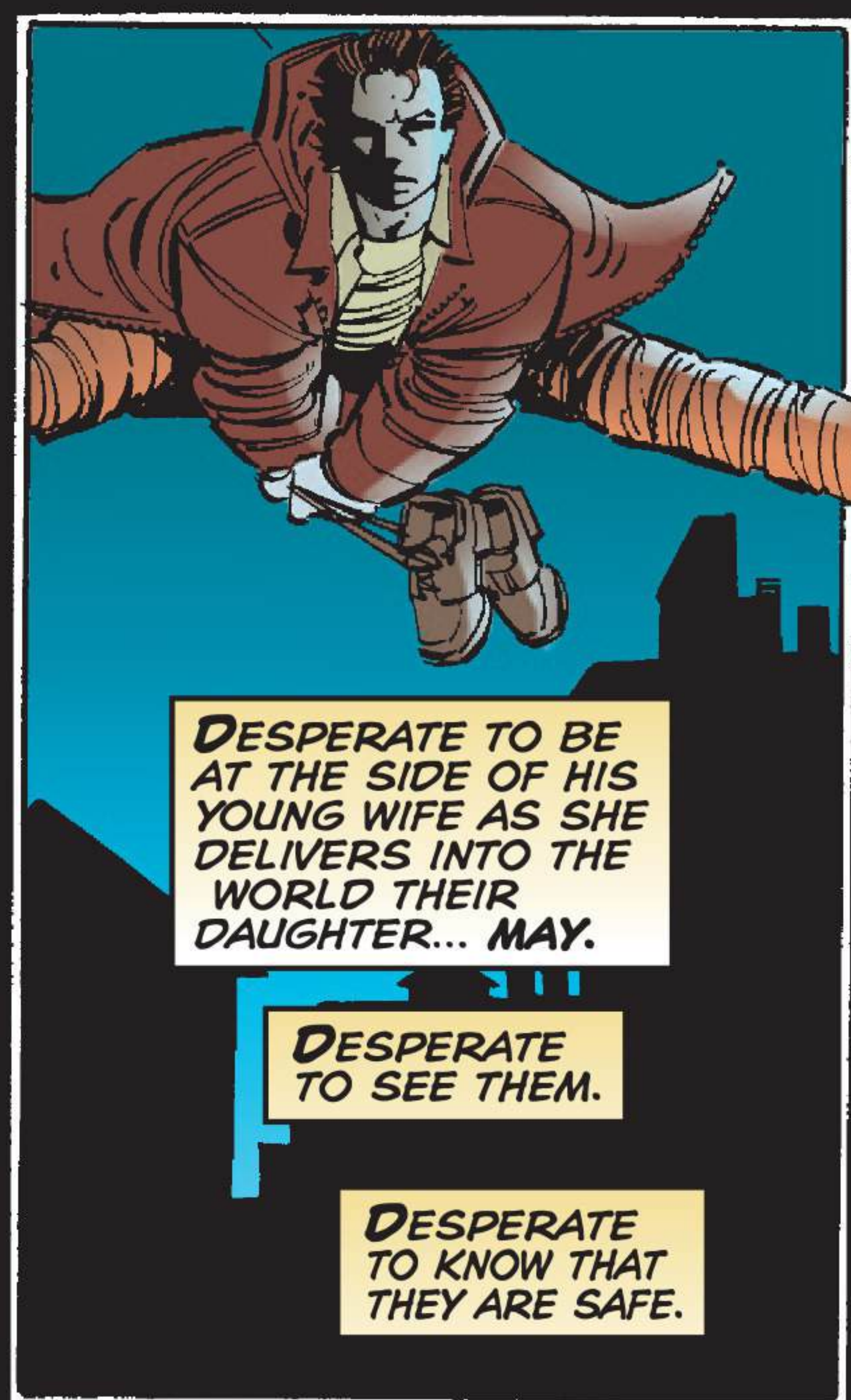
HIS MIND RACES AHEAD OF HIS BODY.



NEVER SHOULD HAVE LET MYSELF GET PULLED INTO BEN'S FIGHT WITH MENDEL STROMM.

HE IS SPIDER-MAN NOW. HE COULD'VE HANDLED IT.

... AND GIFTED WITH THE PROPORTIONATE STRENGTH OF A SPIDER WHICH ALLOWS HIM TO MOVE ACROSS THE MANHATTAN SKYLINE WITH A GRACE AND SPEED BORN OUT OF GREAT DESPERATION.



DESPERATE TO BE AT THE SIDE OF HIS YOUNG WIFE AS SHE DELIVERS INTO THE WORLD THEIR DAUGHTER... MAY.

DESPERATE TO SEE THEM.

DESPERATE TO KNOW THAT THEY ARE SAFE.



GOT TO GET TO THE HOSPITAL... TO MARY JANE... NOW!

ONCE HE THOUGHT OF GUARDING HIS SECRET IDENTITY ABOVE ALL ELSE.



THE BABY! IF ANYTHING HAPPENS TO THE BABY...



SORRY, SIR. I JUST CAME ON SHIFT. PERHAPS ONE OF THE DOCTORS CAN HELP YOU FIND YOUR WIFE.

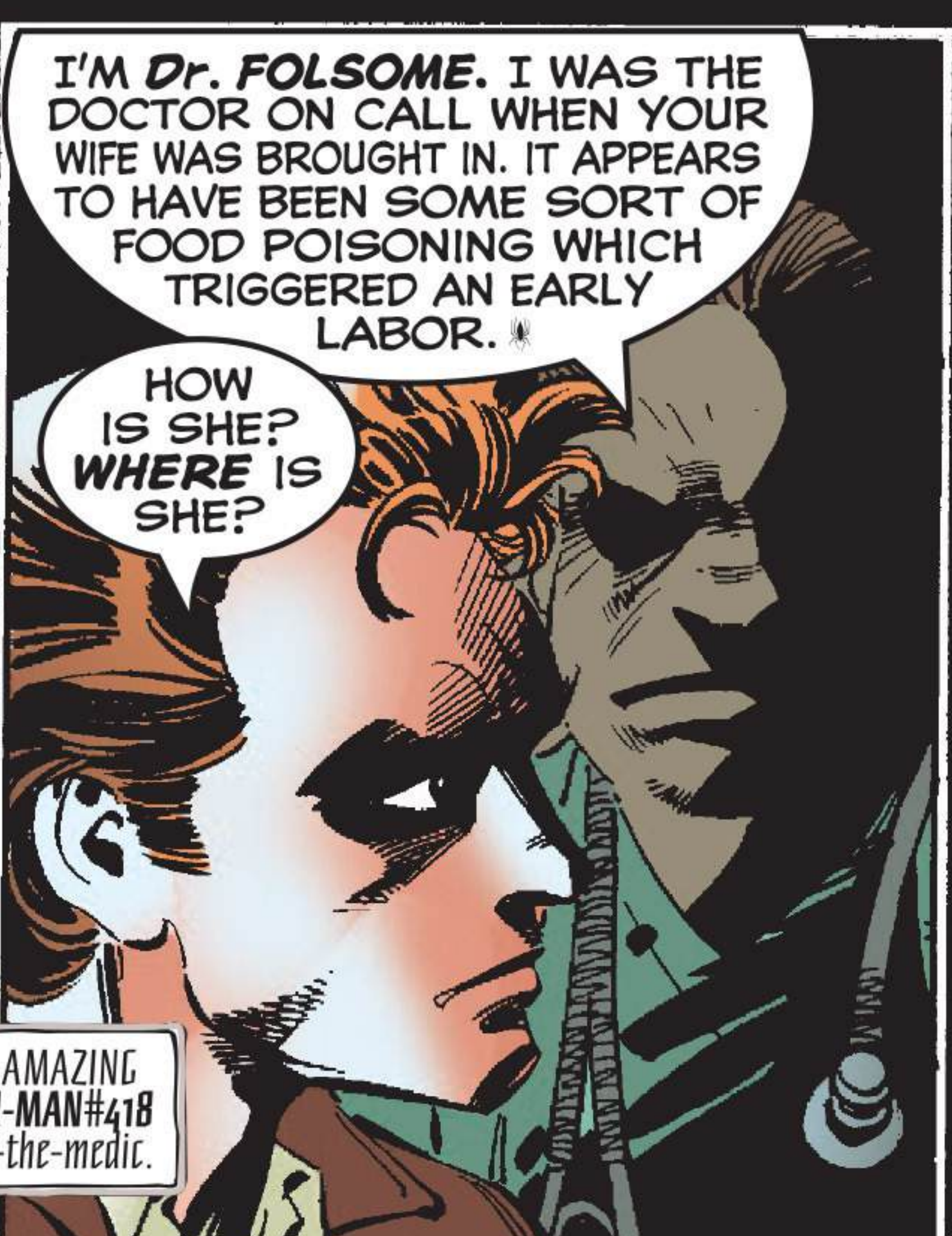


SOMEONE... ANYONE... PLEASE...



... HELP ME.

EXCUSE ME... MR. PARKER?



I'M Dr. FOLSOME. I WAS THE DOCTOR ON CALL WHEN YOUR WIFE WAS BROUGHT IN. IT APPEARS TO HAVE BEEN SOME SORT OF FOOD POISONING WHICH TRIGGERED AN EARLY LABOR.

HOW IS SHE? WHERE IS SHE?

SEE AMAZING SPIDER-MAN #418 -- Ralf-the-medic.



THERE'S BEEN A PROBLEM.



PROBLEM? WHAT?



PERHAPS IF YOU COULD FOLLOW ME --



TELL ME! HOW IS SHE? HOW IS THE BABY?

Mr. PARKER, WE REALLY SHOULD SIT DOWN.

WHERE ARE THEY?

TAKE ME TO THEM NOW!



Mr. PARKER...

PTISS



WHAT DID YOU DO?

CAN'T... MOVE...

DO NOT TRY TO BE A HERO, Mr. PARKER.

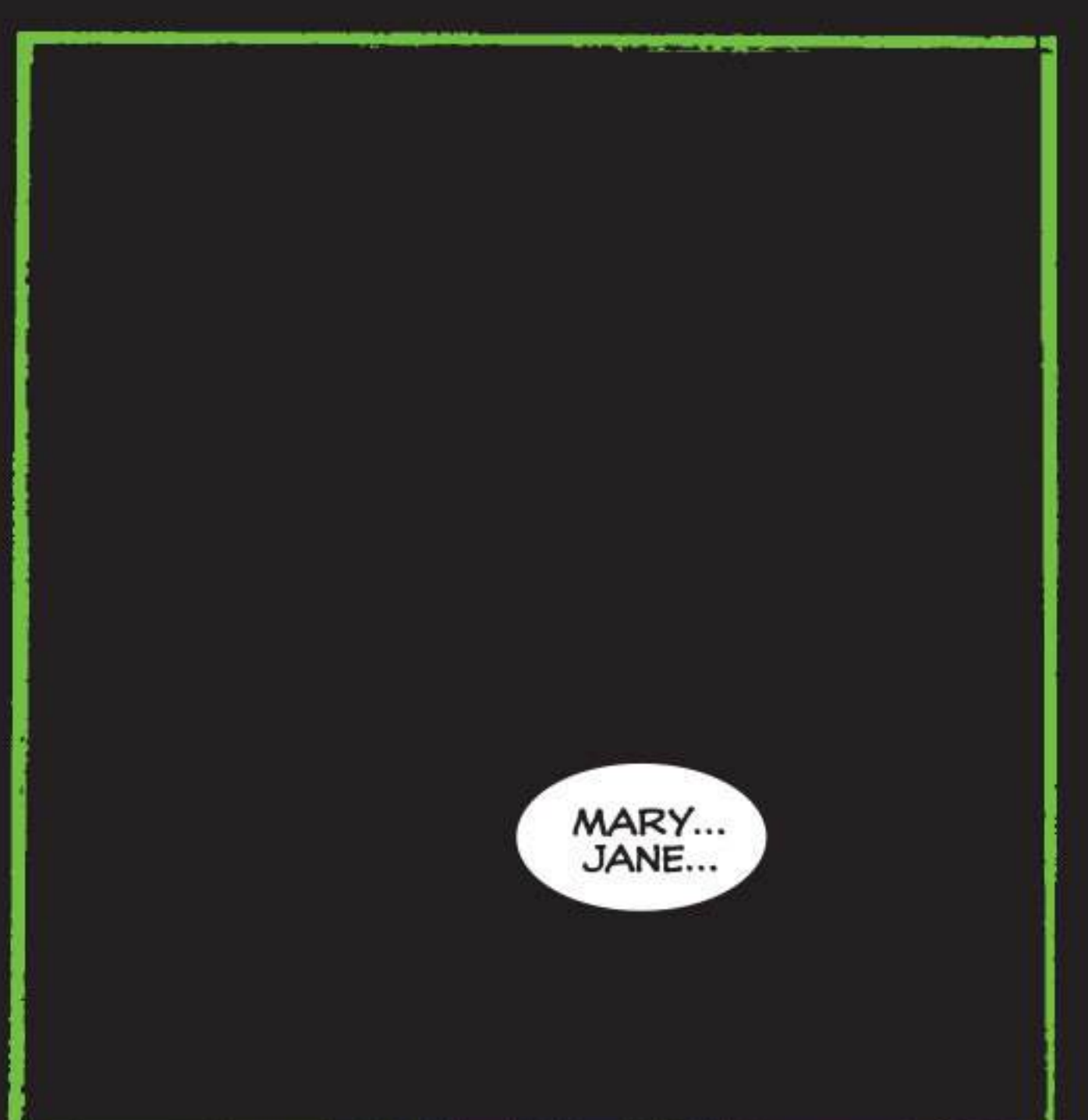
THE DRUGS COURSEING THROUGH YOUR BLOODSTREAM ARE FAR TOO STRONG FOR YOU TO FIGHT AGAINST.

MARY... JANE...



DON'T WORRY. IT WON'T KILL YOU.

HE WANTS YOU ALIVE.



MARY... JANE...



THE DAILY BUGLE.

FIFTEEN MINUTES BEFORE MIDNIGHT.

HOLD IT!



HOLD THAT ELEVATOR DOOR, OR...



I'LL HAVE YOUR JOB!

YES, SIR, Mr. JAMESON!

I WOULDN'T WANT MY POOR WIFE AND CHILDREN GOING HUNGRY JUST BECAUSE THE RENOWNED PUBLISHER OF THE DAILY BUGLE HAD TO **WAIT** FOR AN ELEVATOR.

THOUGH...

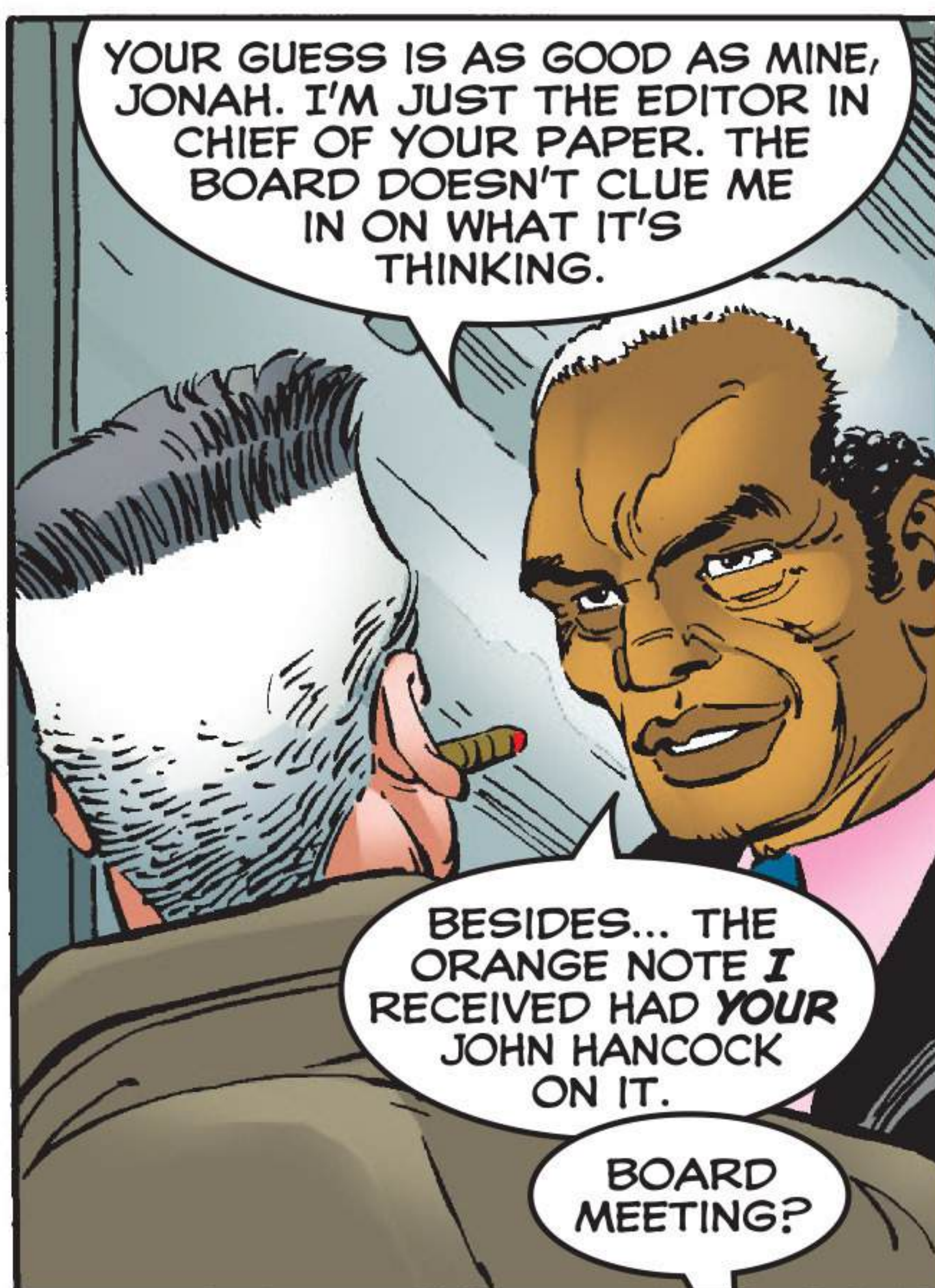


...I GUESS I COULD ALWAYS SELL THE STORY TO THE **GLOBE**?

I THINK A **ROBERTSON** BYLINE CAN STILL CARRY SOME WEIGHT IN THIS TOWN. DON'T YOU?

ROBBIE? Oh... Uh... SORRY. DIDN'T KNOW IT WAS YOU.

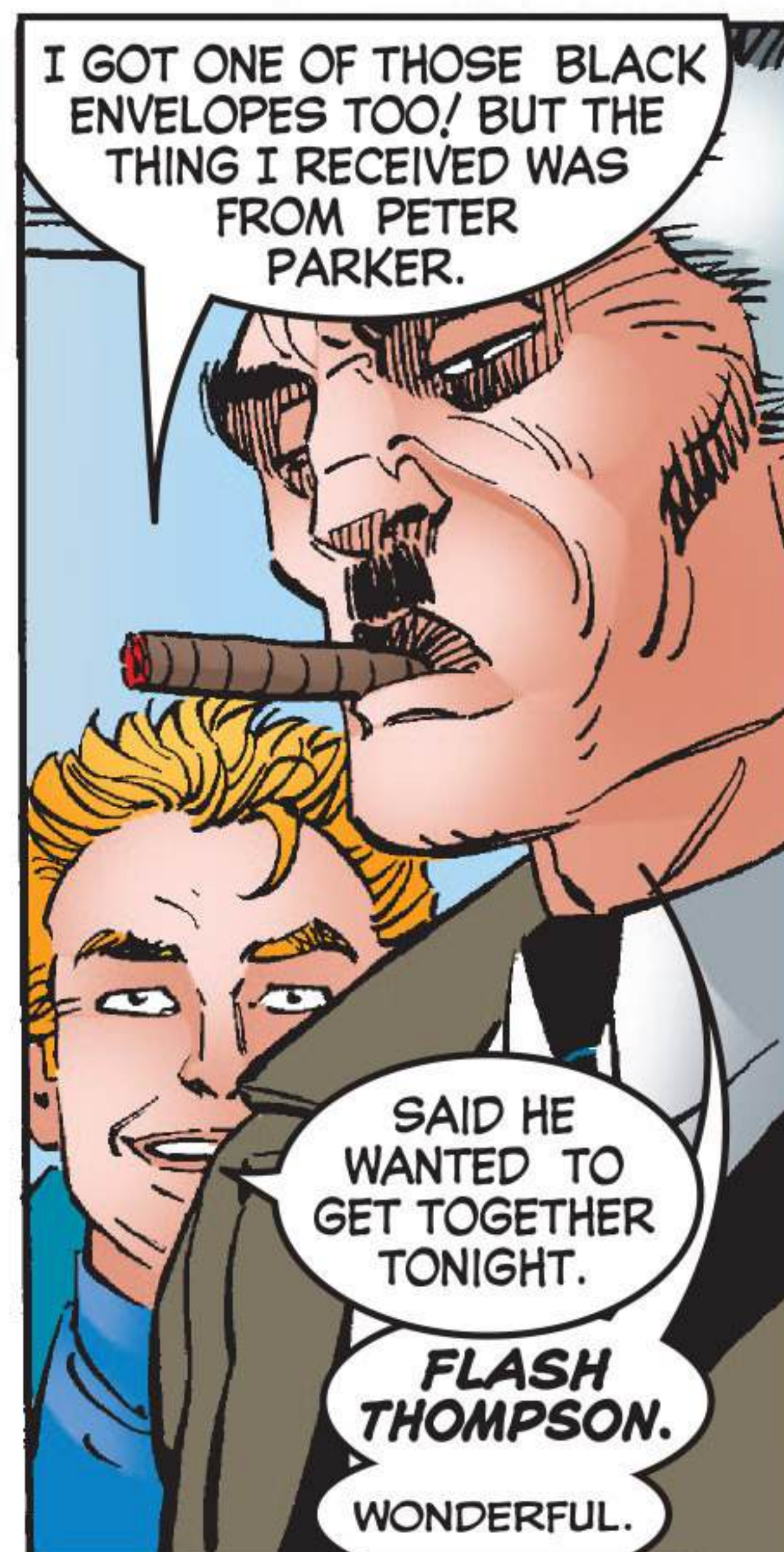
SO WHAT'S THE MEANING OF THE BOARD OF DIRECTORS CALLING A MEETING AT SUCH AN UNGODLY HOUR?



YOUR GUESS IS AS GOOD AS MINE, JONAH. I'M JUST THE EDITOR IN CHIEF OF YOUR PAPER. THE BOARD DOESN'T CLUE ME IN ON WHAT IT'S THINKING.

BESIDES... THE ORANGE NOTE I RECEIVED HAD **YOUR** JOHN HANCOCK ON IT.

BOARD MEETING?



I GOT ONE OF THOSE BLACK ENVELOPES TOO! BUT THE THING I RECEIVED WAS FROM PETER PARKER.

SAID HE WANTED TO GET TOGETHER TONIGHT.

FLASH THOMPSON.

WONDERFUL.



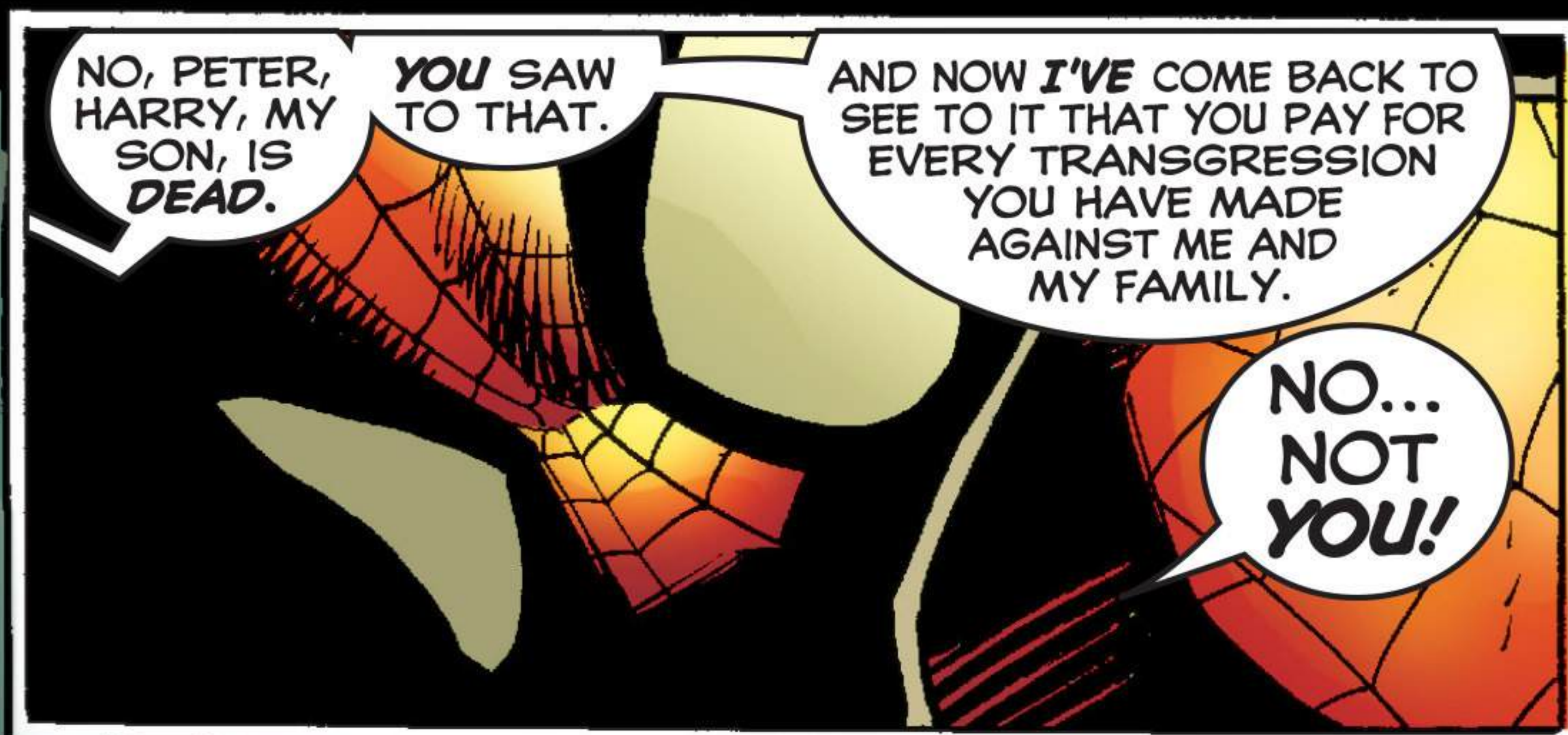
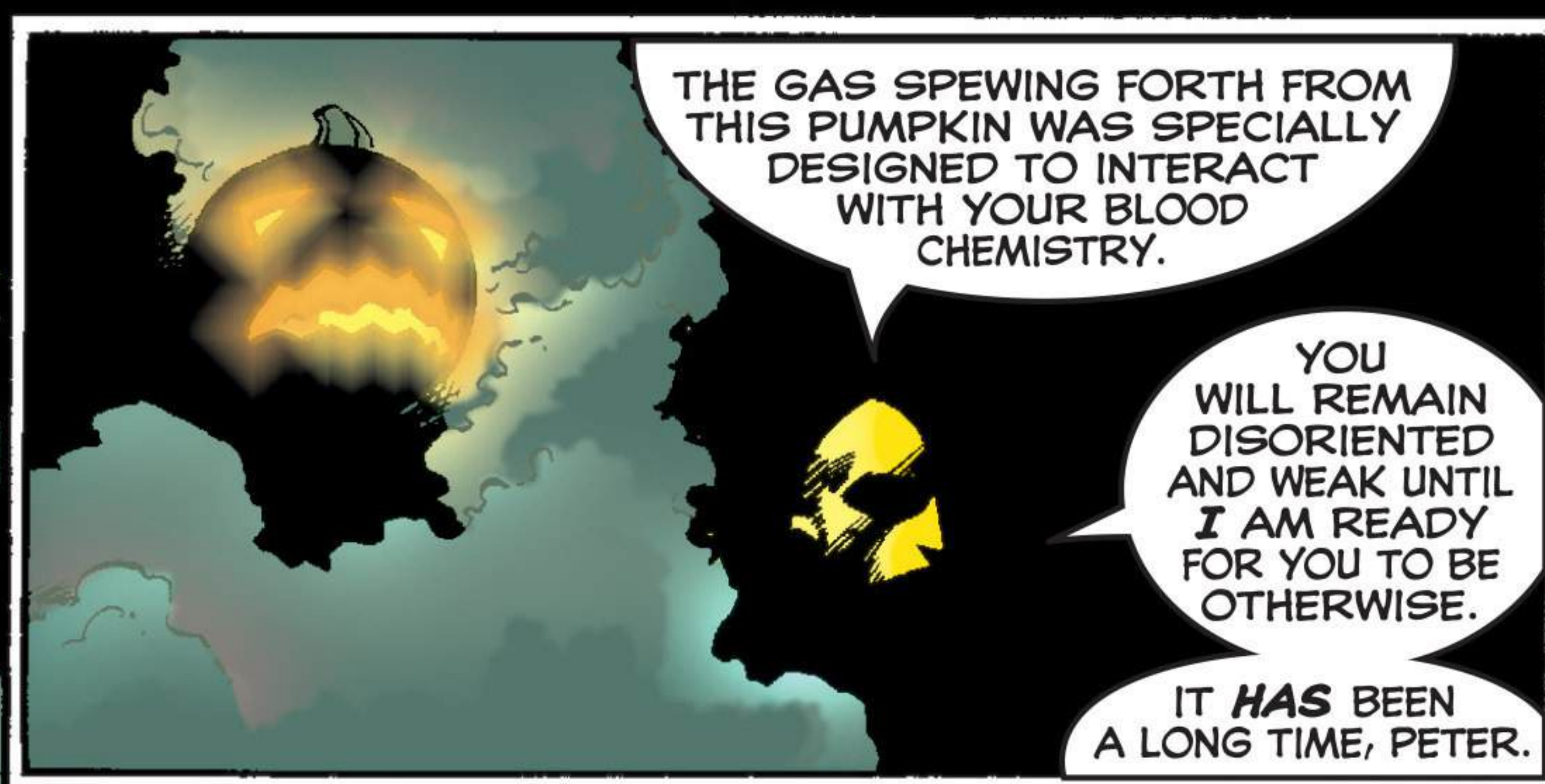
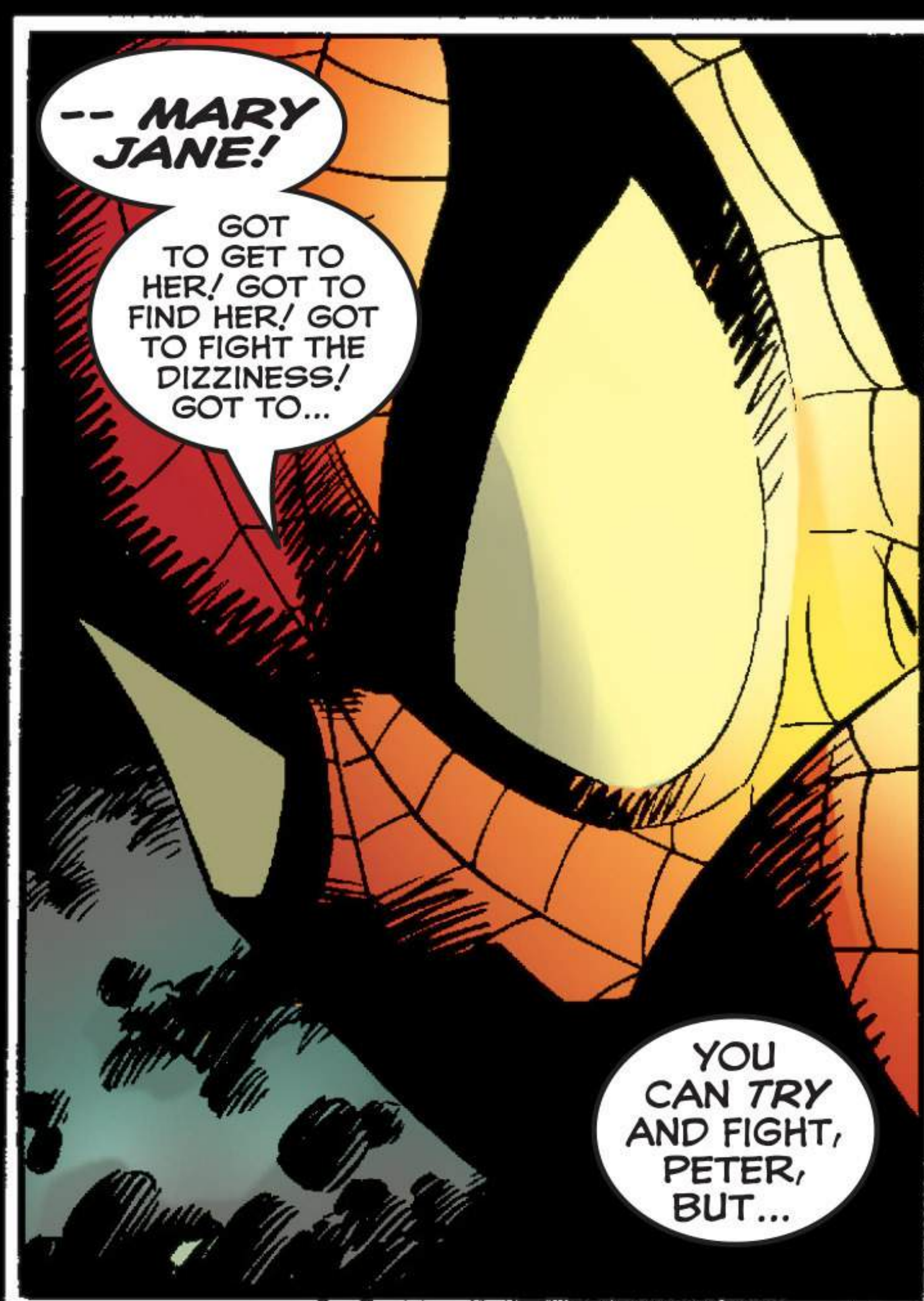
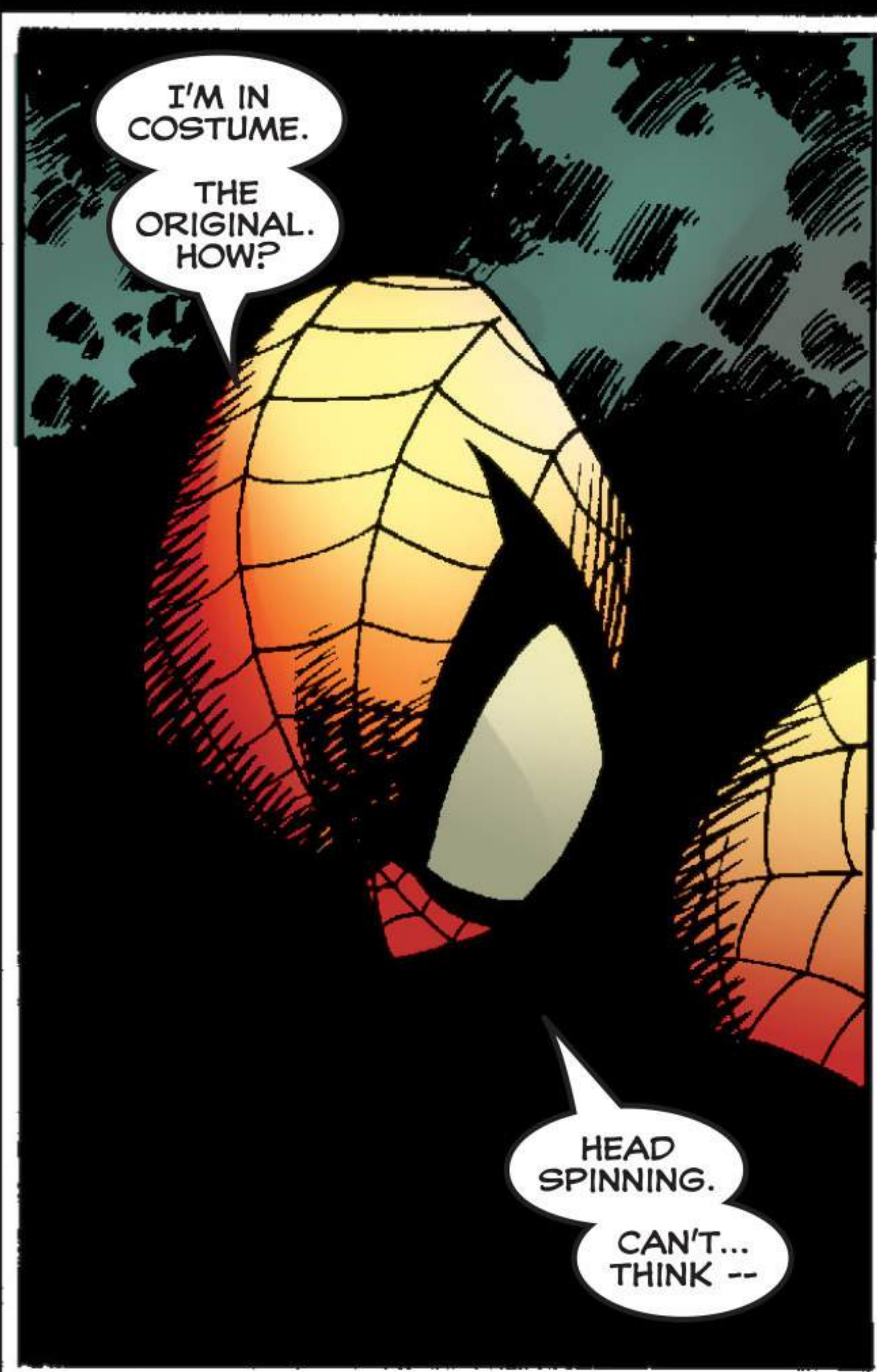
GLORY GRANT, BETTY BRANT, BEN URICH, ANGELA YIN, KEN ELLIS, FOGGY NELSON, LIZ OSBORN. LOOKS LIKE THE GANG'S ALL HERE.

LOOKS LIKE THE ONLY ONE MISSING IS **PARKER**!



YEAH! AND IF **HE** EVER DRAGS HIS SORRY TAIL IN HERE, **HE** HAD BETTER HAVE ANSWERS AS TO WHAT'S GOING ON HERE!

SOMEONE HAD **BETTER**!





A **STAN LEE**
Presentation

**NORMAN
OSBORN!**

YES, PETER,
IT IS **ME!** AND
TONIGHT IS...

THE NIGHT OF THE GOBLIN!



Special Thanks to:
GLENN GREENBERG

This issue is once again dedicated to
MARK GRUENWALD... friend, mentor
and driving force behind all that is Marvel
He will be missed.

NO.
**NO!
NO!
NO!**

NOT
YOU! YOU'RE
DEAD!

I SAW
YOU DIE! AFTER
YOU KILLED... GWEN!

YES, PETER,
YOU DID.

YOU WATCHED
AS I KILLED YOUR
WORTHLESS LITTLE
GIRLFRIEND.

YOU
STOOD BY
HELPLESS TO
DO ANYTHING
ABOUT IT.

THEN YOU
WATCHED
AS I WAS
IMPALED...

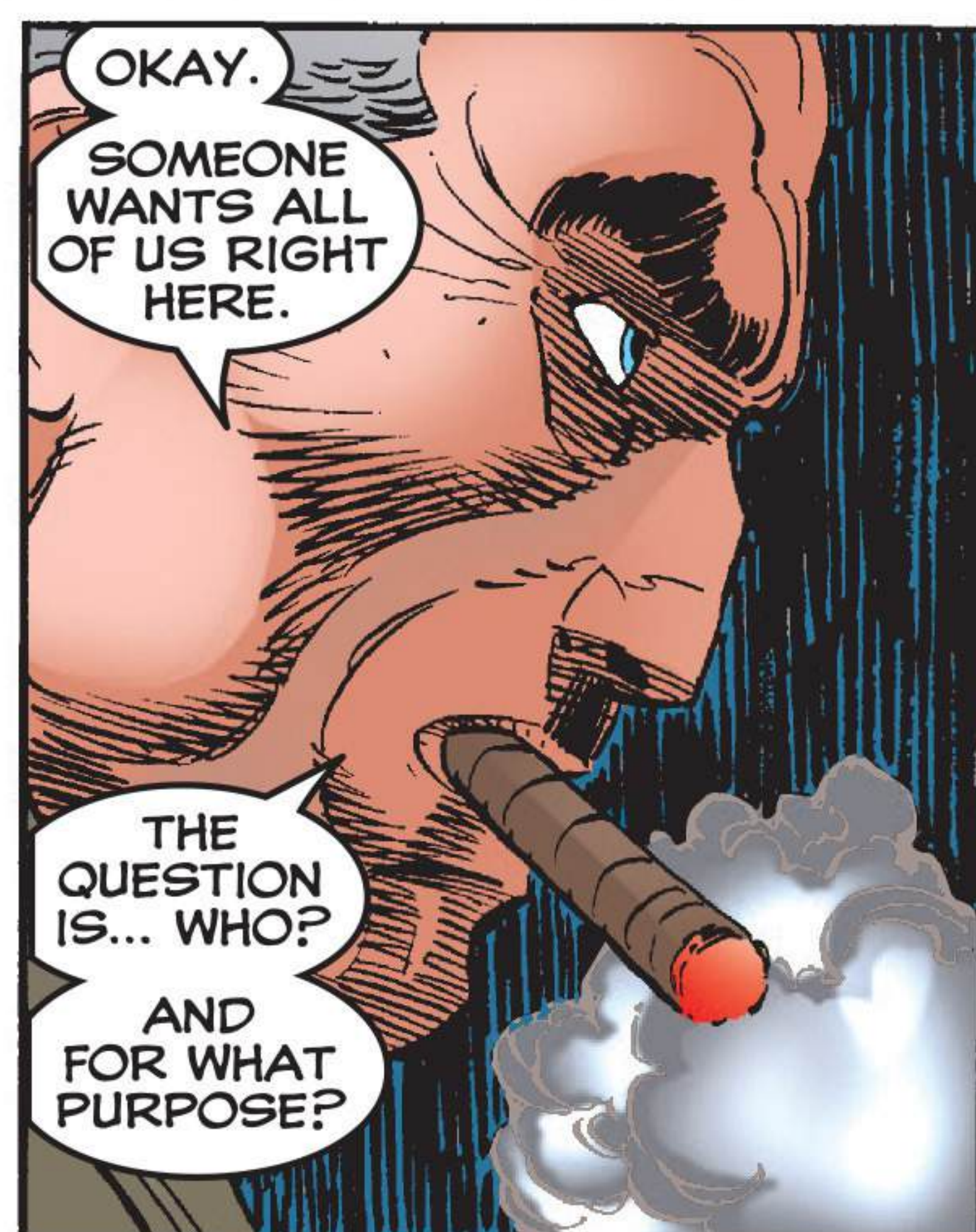
... BY
MY OWN
GOBLIN
GLIDER.

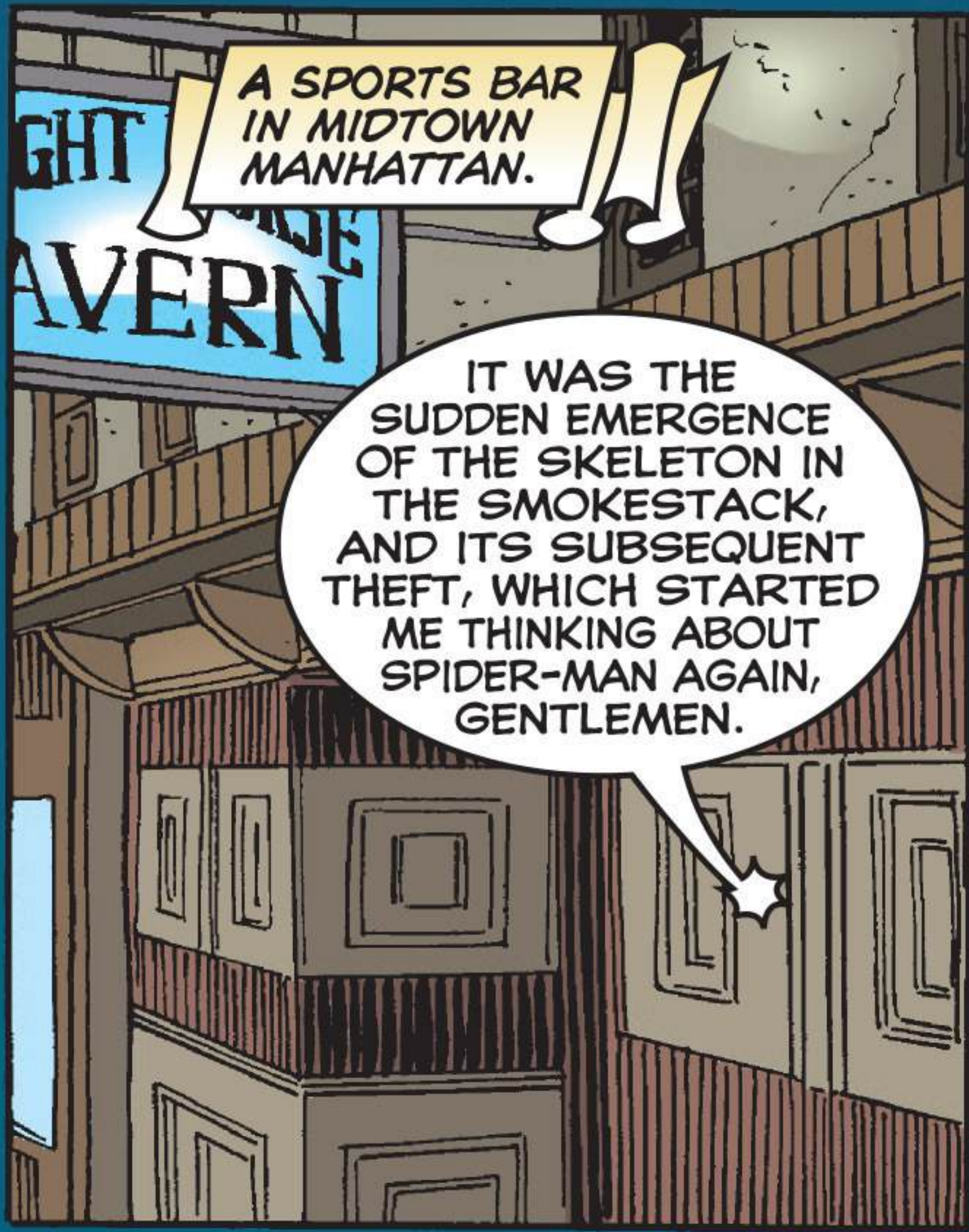
BUT IT
IS ME,
PETER.

IT HAS
ALWAYS BEEN
ME IN MORE
WAYS THAN YOU
HAVE EVER
KNOWN.

I'M NOT A
CLONE, NOT A
DOPPELGANGER, NOT
A MECHANICAL
CONSTRUCT!

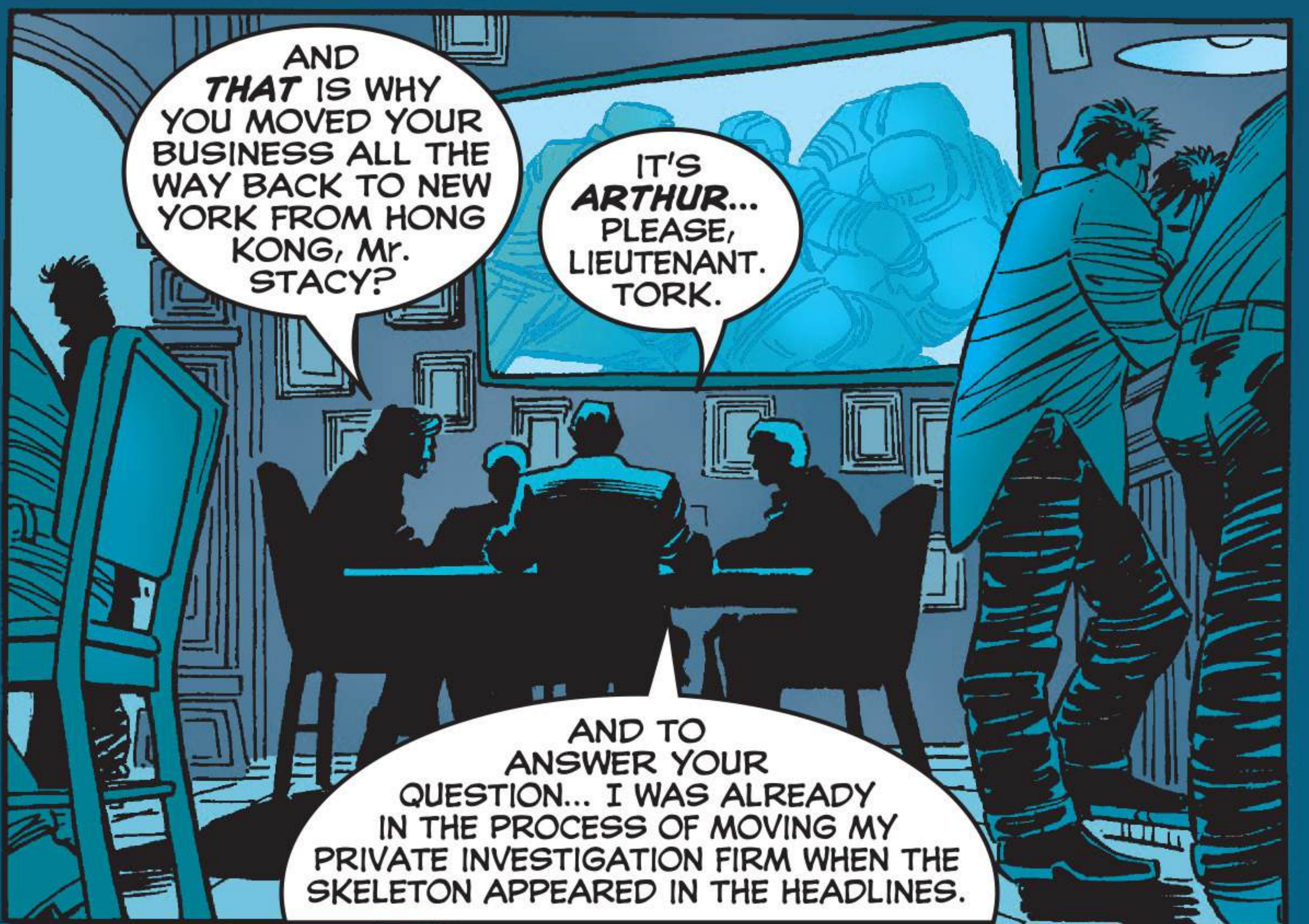
I AM
NORMAN
OSBORN...





A SPORTS BAR
IN MIDTOWN
MANHATTAN.

IT WAS THE
SUDDEN EMERGENCE
OF THE SKELETON IN
THE SMOKESTACK,
AND ITS SUBSEQUENT
THEFT, WHICH STARTED
ME THINKING ABOUT
SPIDER-MAN AGAIN,
GENTLEMEN.



AND
THAT IS WHY
YOU MOVED YOUR
BUSINESS ALL THE
WAY BACK TO NEW
YORK FROM HONG
KONG, MR.
STACY?

IT'S
ARTHUR...
PLEASE,
LIEUTENANT.
TORK.

AND TO
ANSWER YOUR
QUESTION... I WAS ALREADY
IN THE PROCESS OF MOVING MY
PRIVATE INVESTIGATION FIRM WHEN THE
SKELETON APPEARED IN THE HEADLINES.



YEAH... I'D ASSUME HONG KONG
BEING TAKEN OVER BY THE CHINESE
IN '99 WOULD MAKE YOU
THINK ABOUT GREENER
PASTURES.

INDEED
IT DOES,
DETECTIVE
SNIDER.

WHAT ARE
YOU THINKING,
ARTHUR? WHAT
DOES THIS HAVE
TO DO WITH THE
THREE OF
US?



I THINK THERE'S TOO MUCH
WE DON'T KNOW ABOUT
SPIDER-MAN. HE STOLE
THAT SKELETON FOR
A **REASON**.

THAT SKELETON HAD
TO BE SOMEBODY HE
ONCE KNEW, AND NOW
THAT PERSON IS
DEAD.



I THINK
THAT SPIDER-
MAN IS A
MURDERER
AND...

"... YOU THREE, GIVEN YOUR
HISTORY WITH SPIDER-MAN,
ARE EXACTLY THE MEN WHO
CAN HELP ME TRACK
DOWN THE TRUTH."

MEANWHILE...

LOOK AT YOU, YOU'RE PATHETIC.

IT'S HARD TO BELIEVE THAT I'VE DREAMED OF AND PLANNED FOR THIS MOMENT FOR SO MANY YEARS.

ARE YOU THINKING ABOUT MARY JANE RIGHT NOW, PETER? ABOUT MOTHER AND CHILD?

IF YOU DID ANYTHING TO THEM --

WHAT COULD YOU DO ABOUT IT? RIGHT NOW YOU CAN'T EVEN FIGHT THROUGH YOUR DRUG-INDUCED STUPOR ENOUGH TO STAND UP!

IN SIMPLEST TERMS... THE GOBLIN FORMULA THAT GAVE ME SUPER-STRENGTH.

AFTER THE GLIDER PIERCED MY HEART I SHOULD HAVE DIED.

FORTUNATELY FOR ME, STROMM'S FORMULA PROVIDED MORE THAN ENHANCED STRENGTH AND STAMINA. *

HOW? HOW IS IT THAT YOU'RE STILL ALIVE, NORMAN? HOW DID YOU DO IT?

THERE WAS A SIDE EFFECT ON WHICH EVEN HE HADN'T COUNTED.

AN ACCELERATED HEALING FACTOR...

BUT -- YOUR FUNERAL...

Ah, YES... MY FUNERAL. IT WAS A LOVELY AFFAIR.

I WAS THERE. WATCHING FROM THE SHADOWS AS ALL THE TEAR-EYED MOURNERS PAID THEIR FINAL RESPECTS TO THE LATE, GREAT, NORMAN OSBORN.

BUT IT WASN'T MY BODY WHICH WAS BEING LAID TO REST.

MY DAMAGED HEART BEGAN TO MEND EVEN AS YOU LEFT MY SHATTERED BODY IN THAT DARK ALLEY.

SOON AFTER, HARRY, EVER THE DUTIFUL SON, STRIPPED MY BODY OF THE GOBLIN COSTUME SO AS TO NOT ALLOW HIS FATHER'S GOOD NAME TO BE SULLIED.

WHEN I WOKE UP IN THE MORGUE, I WAS CONFUSED, BUT HAILE AND HEARTY ONCE MORE.

I STAGGERED FROM THE ICY CORONER'S ROOM, AND I WATCHED AS HARRY BRIBED THE CORONER TO FAKE AN AUTOPSY REPORT.

IT WAS CHILD'S PLAY FOR ME TO GO OFF, FIND AND KILL SOME VAGRANT OF A SIMILAR PHYSICAL TYPE, AND PLACE HIS BODY IN THE MORGUE DRAWER WITH MY NAME ON IT.

THEN I WENT OFF TO ONCE MORE PLAN MY REVENGE AGAINST YOU.

BUT, UPON ARRIVAL AT MY WAREHOUSE, FATE INTERVENED AGAIN. THERE I WATCHED AS HARRY TRIED ON THE GREEN GOBLIN COSTUME AND PRACTICED WITH MY CHOSEN WEAPONS OF WAR.

AT THAT MOMENT I FELT CLOSER TO HIM THAN I HAD IN HIS ENTIRE LIFE OF MEEKNESS AND COWARDICE.

I DECIDED TO GIVE HIM THE CHANCE FOR WHICH HE WAS SO CLEARLY LONGING.

THE CHANCE TO BE A MAN.

THE CHANCE TO BE THE GREEN GOBLIN.

I LEFT THE UNITED STATES TO PURSUE OTHER VENTURES ON THE EUROPEAN CONTINENT.

BUT THEN YOU SAW TO IT THAT I HAD TO RETURN.

HOW?

YOU KILLED MY SON.

NO... IT DIDN'T HAPPEN THAT WAY. BUT YOU'LL NEVER BELIEVE THAT, SO...

... WHAT DO YOU WANT FROM ME?

WHAT DO I WANT?

EVERYTHING.

EVERYTHING YOU HAVE.

EVERYTHING YOU'VE EVER HAD.

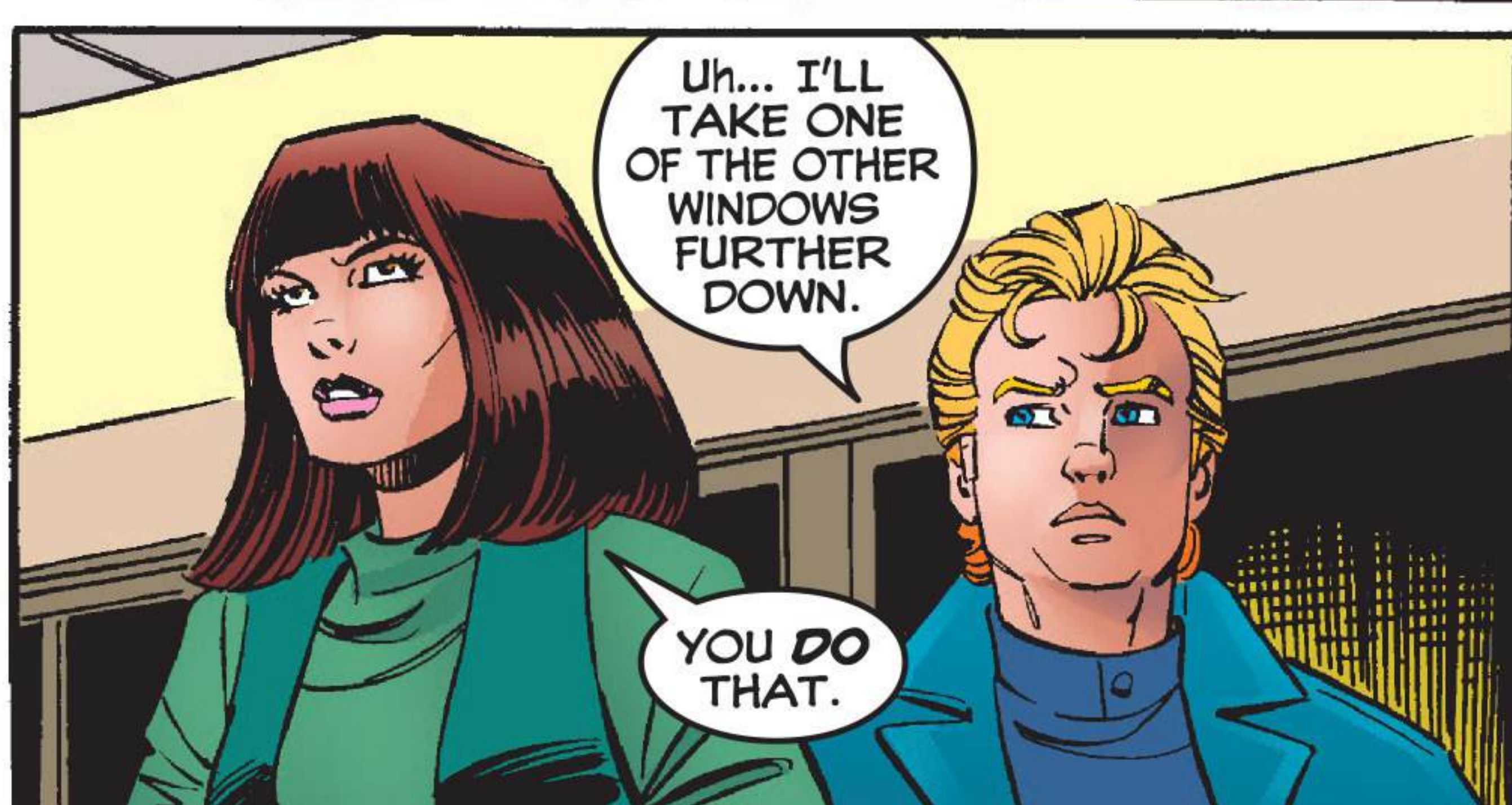
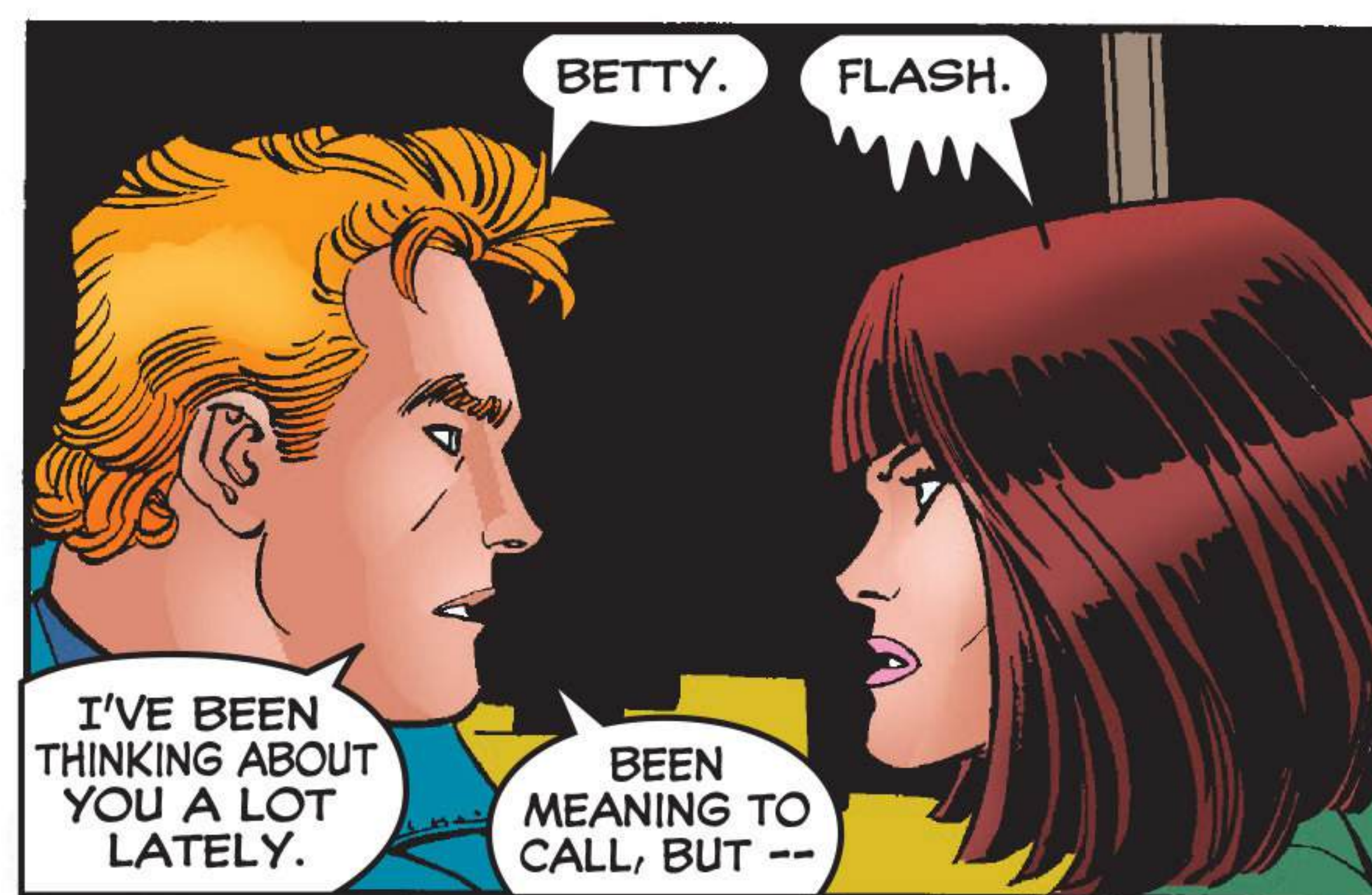
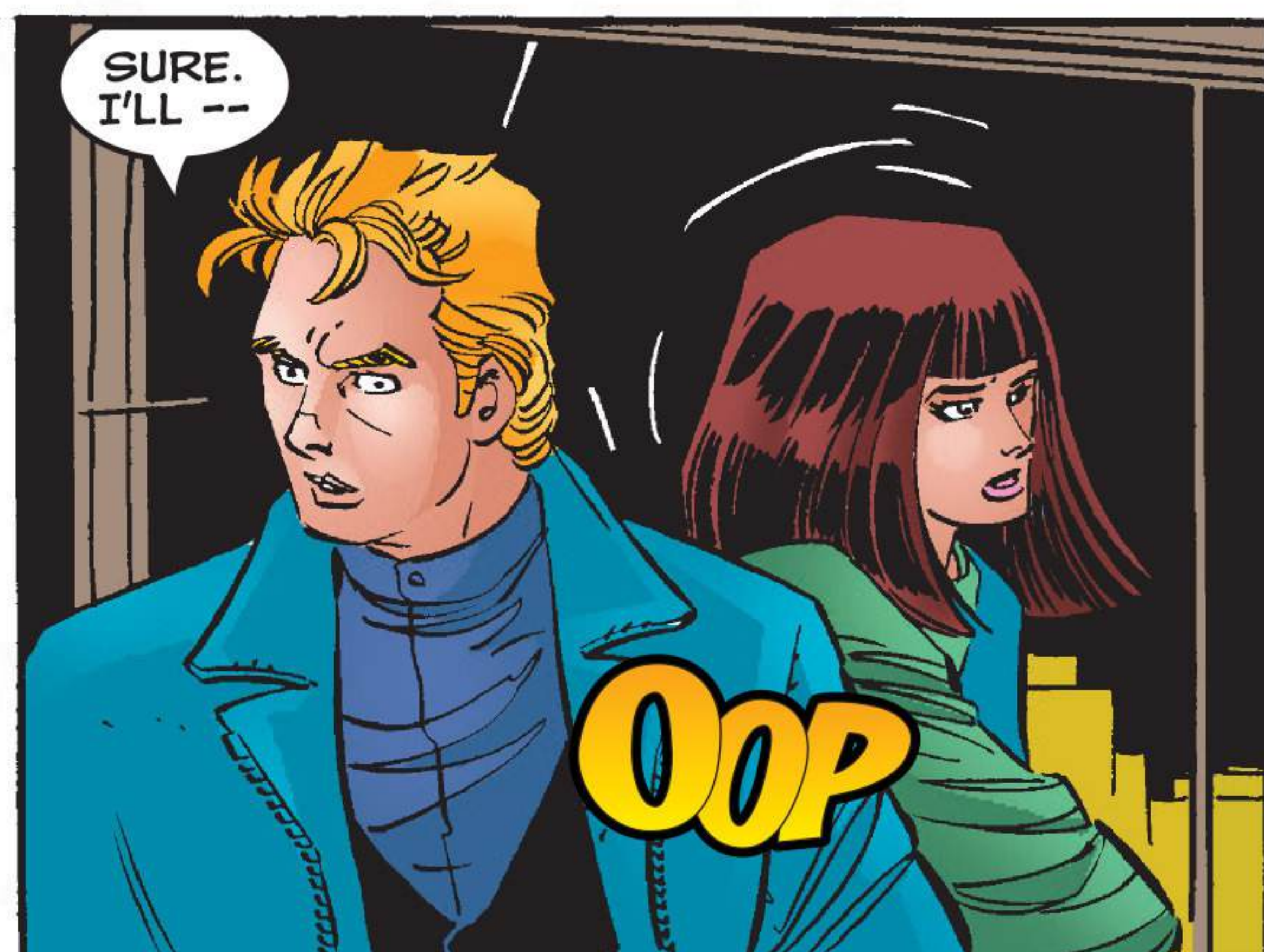
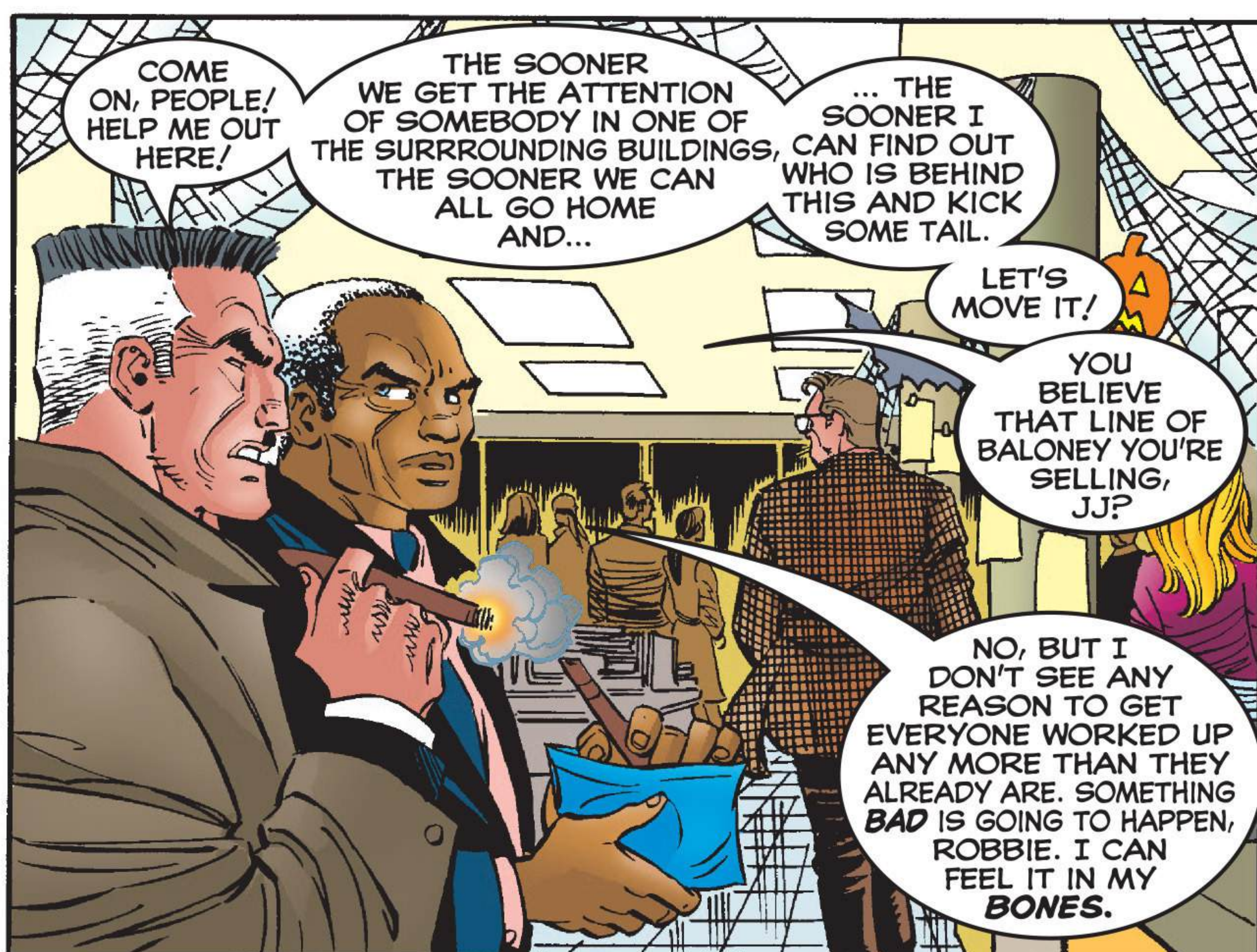
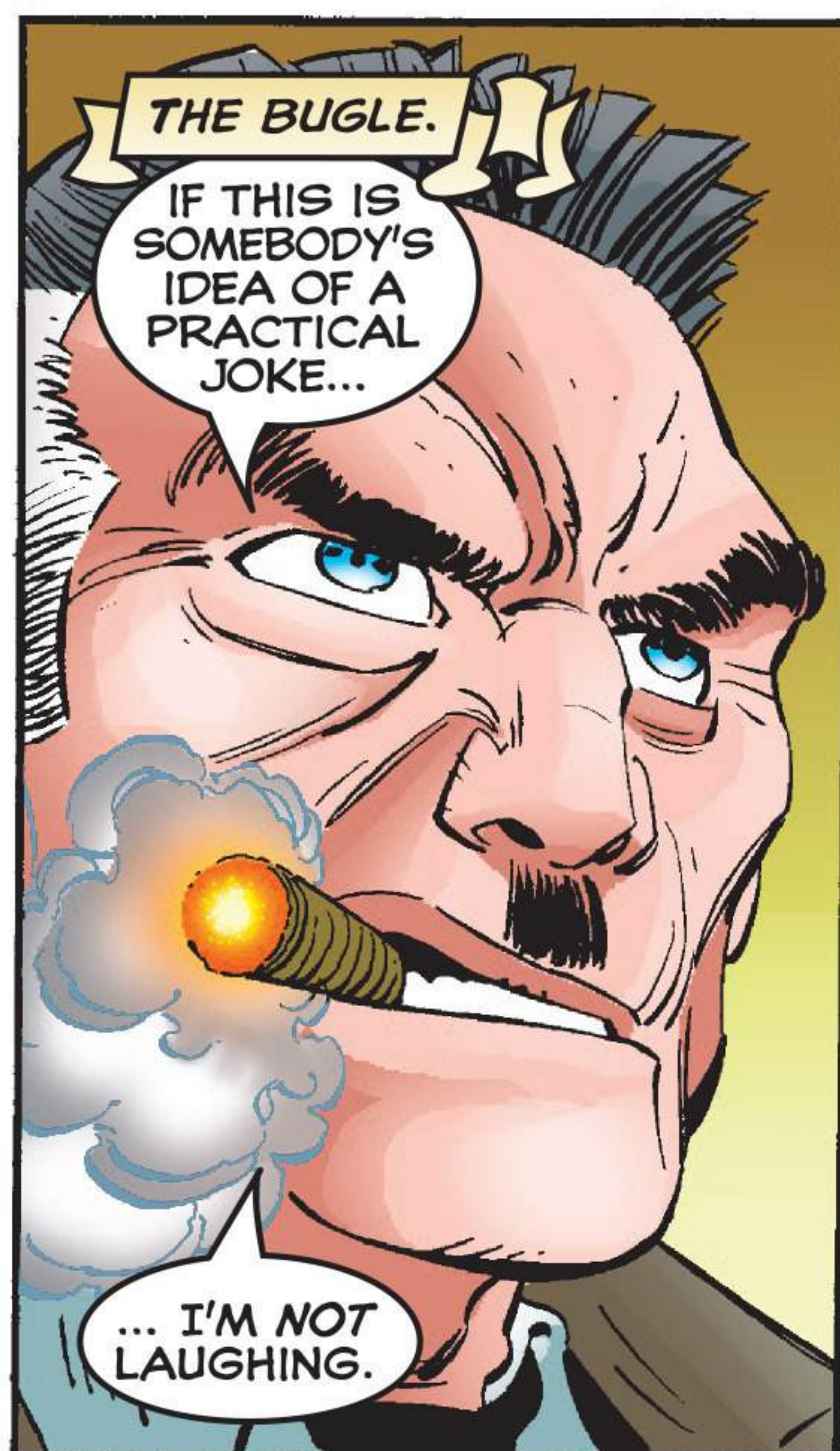
AND EVERYTHING YOU MIGHT EVER HAVE.

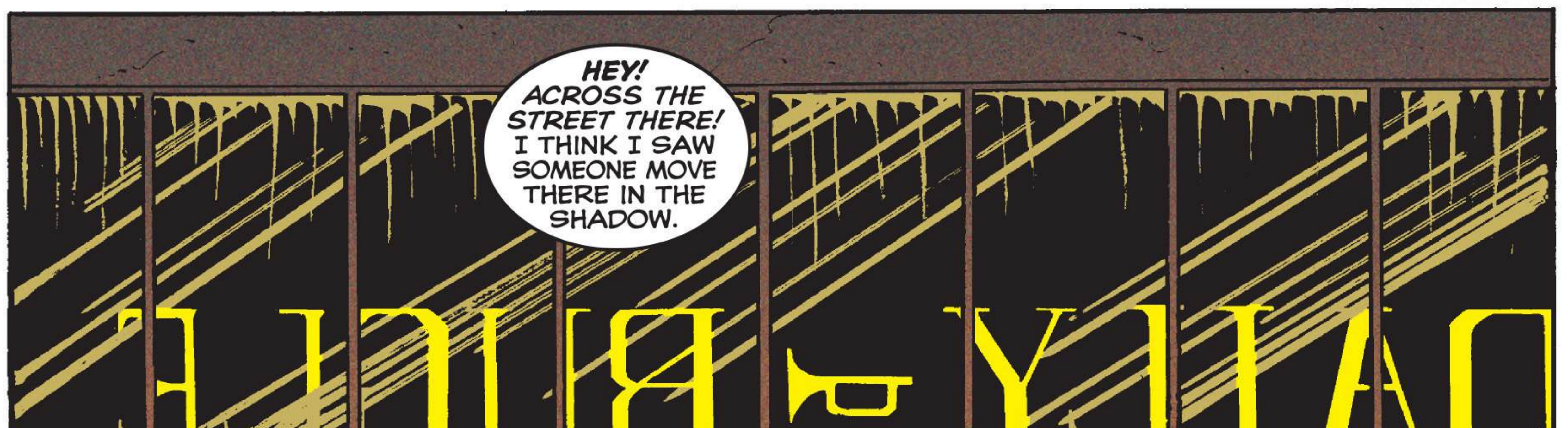
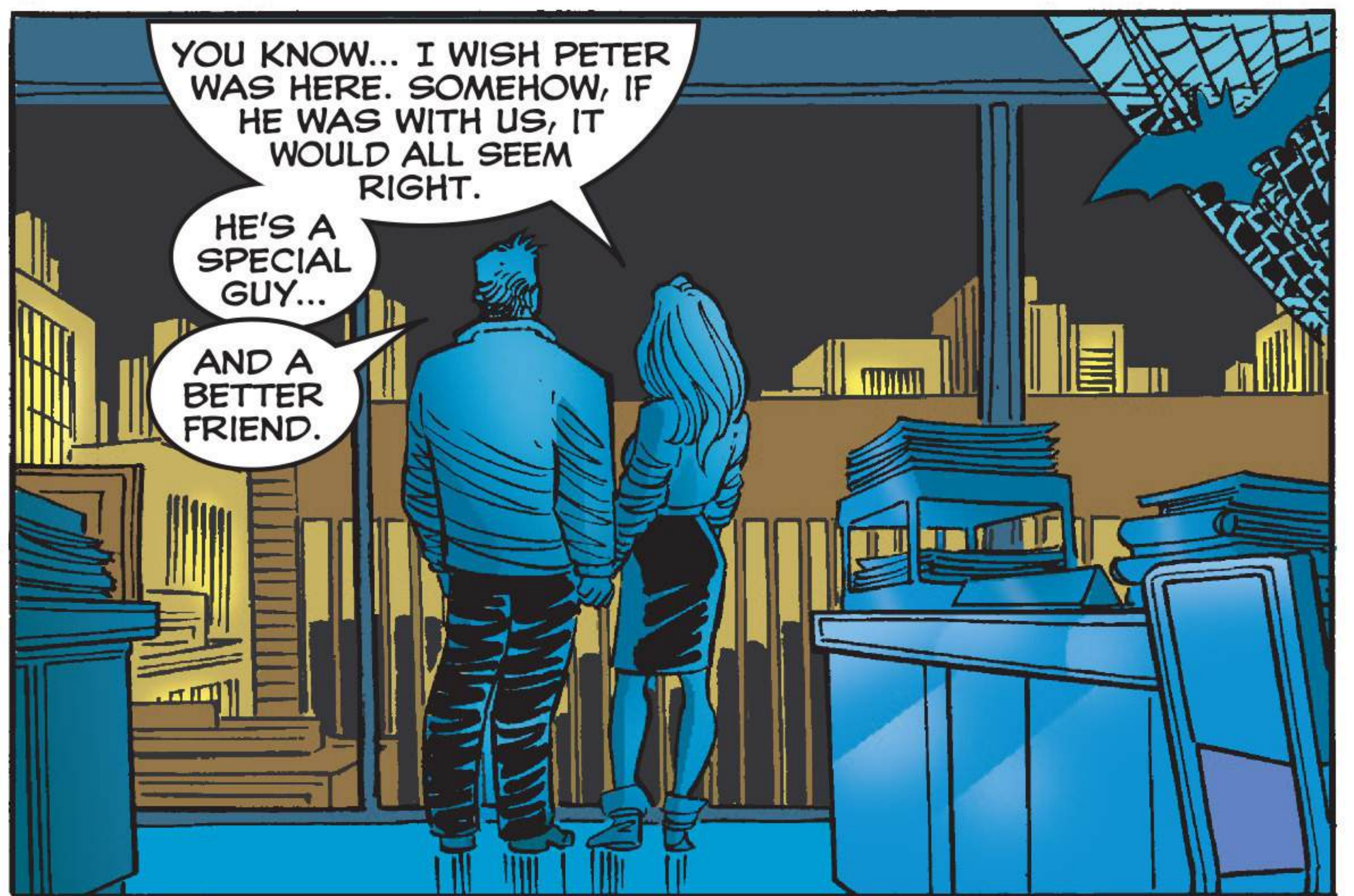
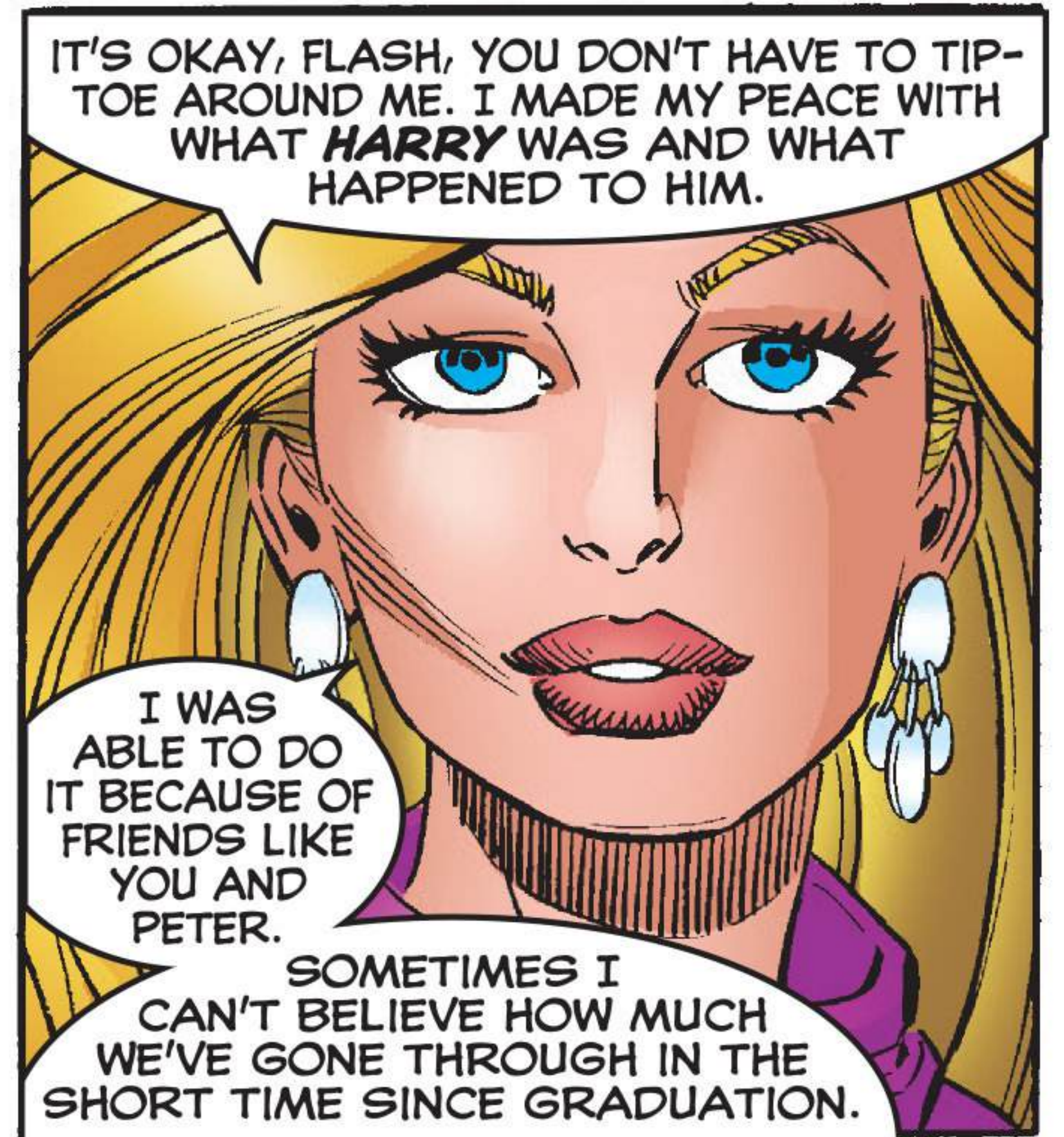
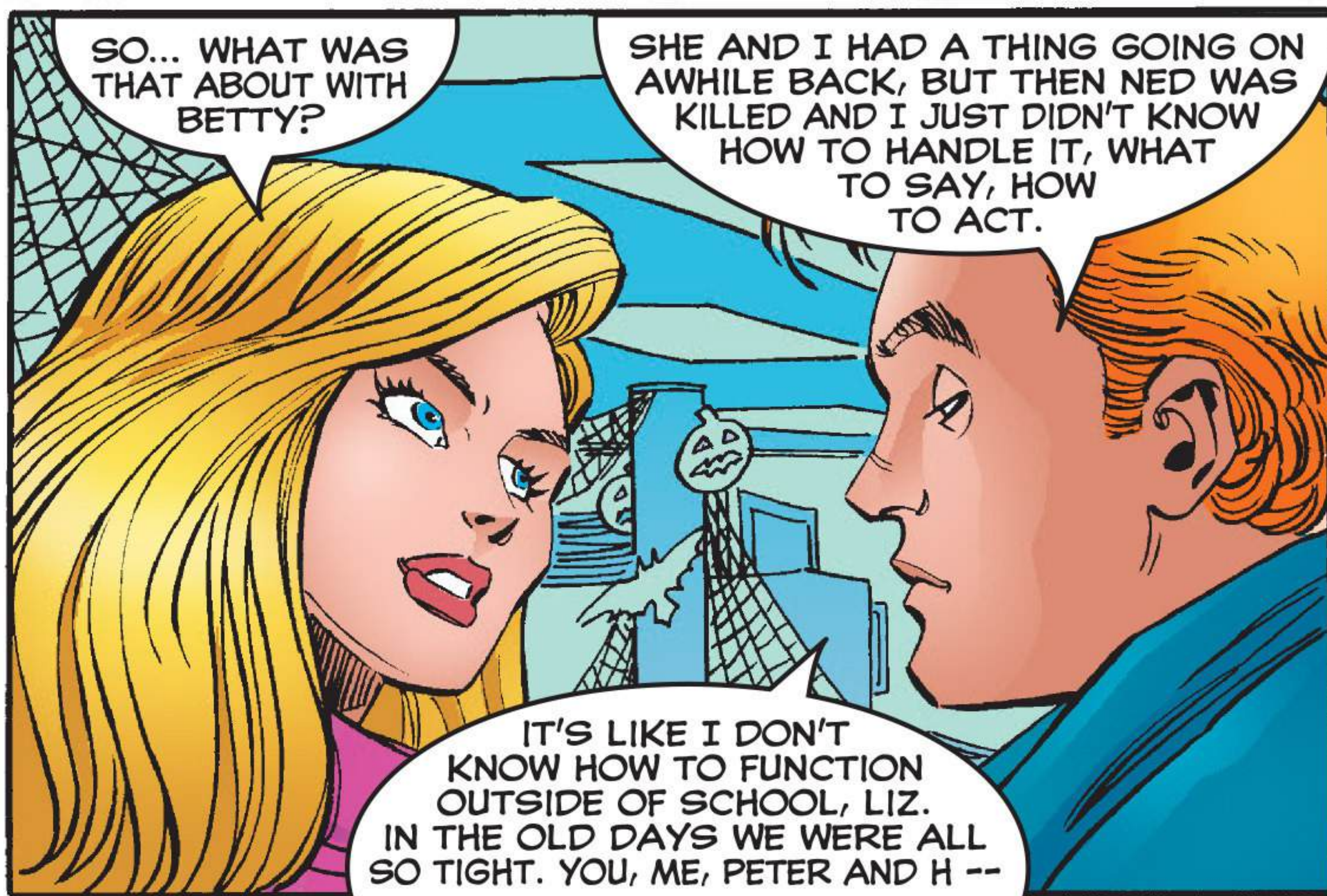
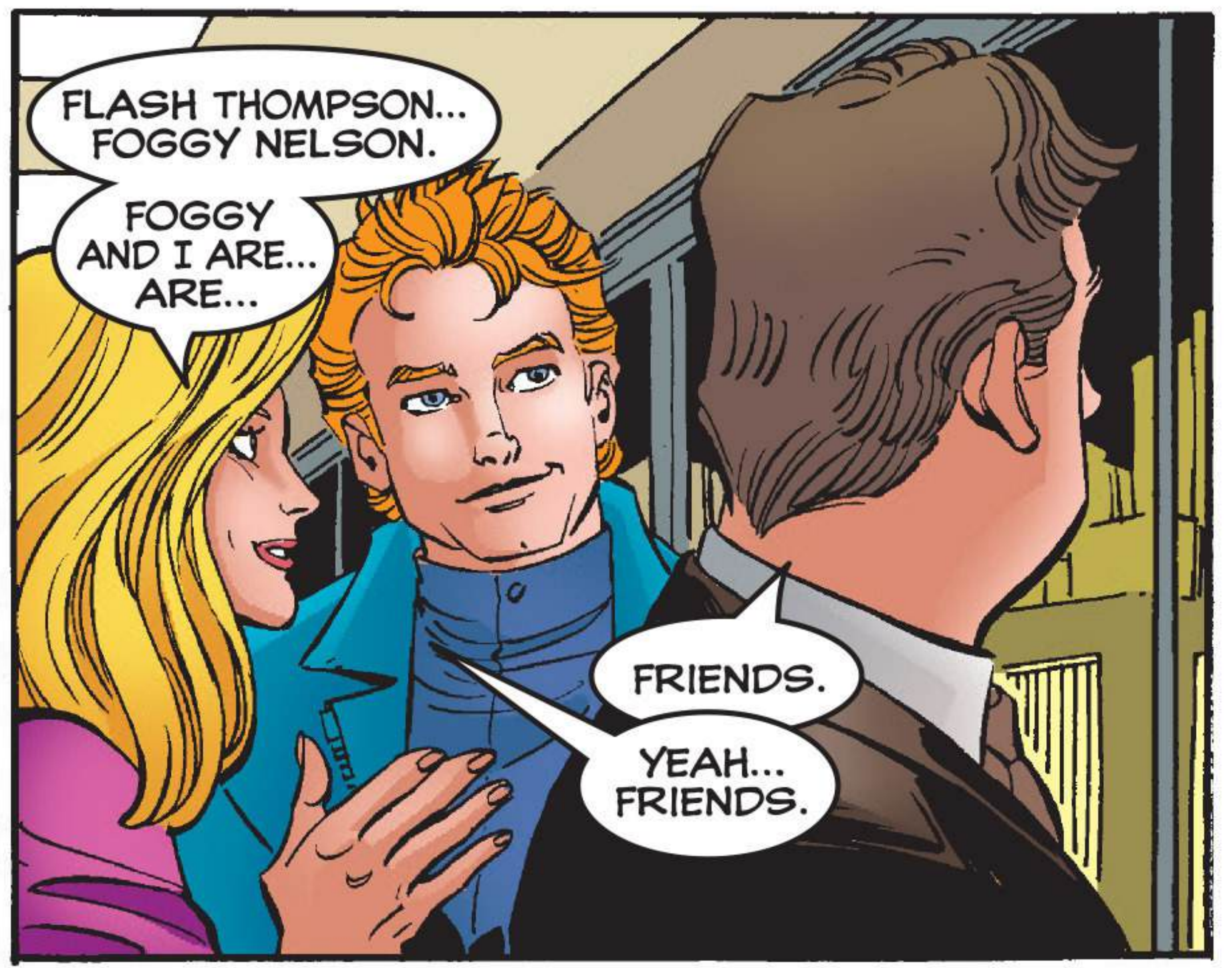
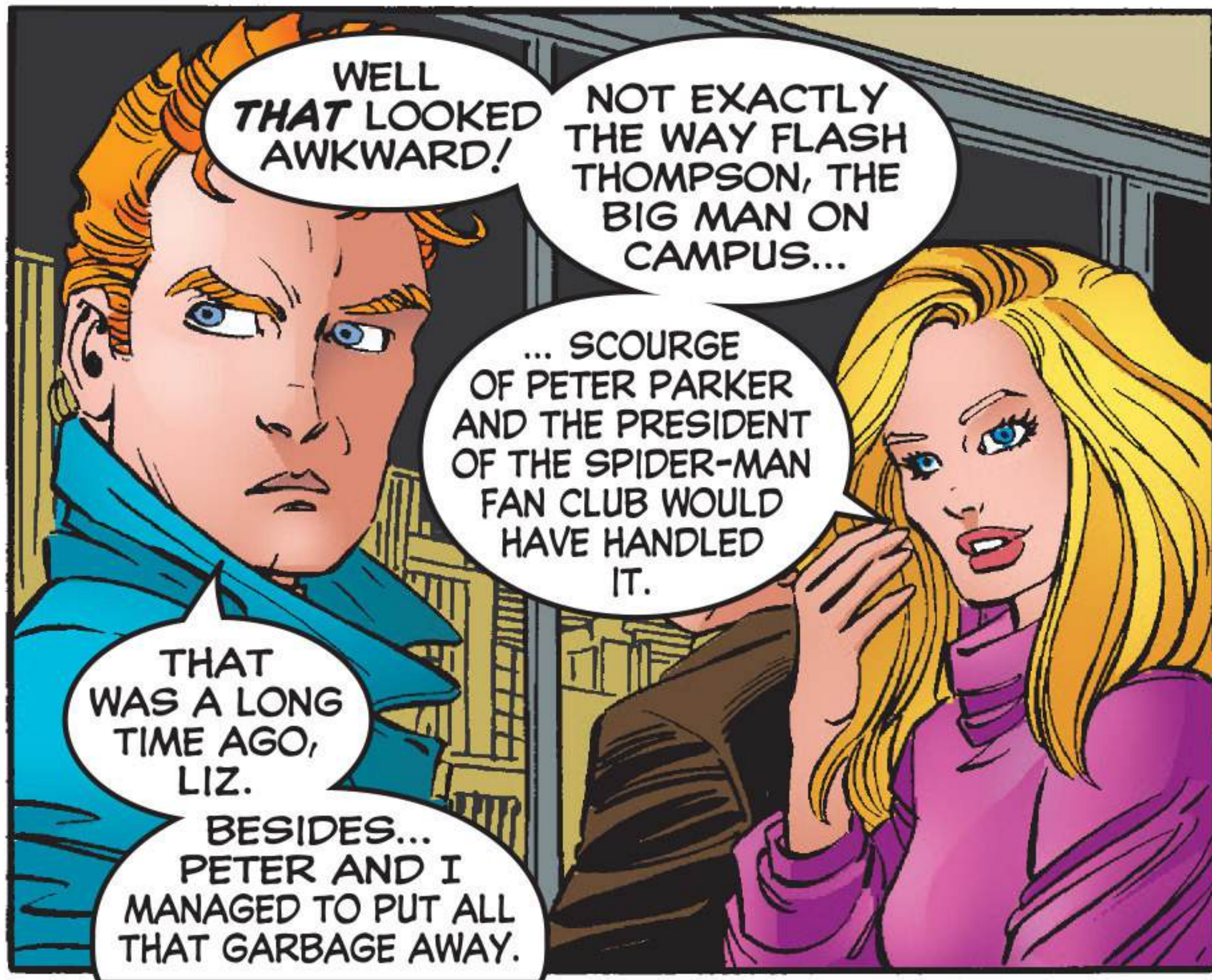
I WANT...

YOUR LIFE!

THE LAUGHABLE THING IS... I ALREADY DO...

... AND YOU DON'T EVEN KNOW IT.







"I WONDER IF WE
CAN GET THEIR
ATTENTION?"

A large, dynamic comic book panel showing Spider-Man in his iconic red and blue suit, crouched and looking up at Doctor Octopus. Doctor Octopus, with his green, tentacle-covered head and purple suit, is leaning over Spider-Man, his face close to Spider-Man's. The background is a swirling, cloudy sky. The scene is filled with tension and dramatic lighting.

IT'S
ALWAYS
BEEN ABOUT
ME AND YOU,
PETER.

IT ALWAYS
HAD TO COME
DOWN TO THIS
MOMENT.

I'VE ALWAYS
KNOWN I WOULD
SOMEDAY HAVE
MY VENGEANCE
AGAINST YOU.

I DON'T
KNOW HOW TO
BREAK THIS TO
YOU, NORMAN,
BUT...

... YOU'VE GOT
THE WRONG GUY.
I'M NOT THE REAL
ONE. I'M SIMPLY
A --

WHAT? A CLONE? A GENETICALLY ENGINEERED
COPY OF THE REAL PETER
PARKER?

YOU REALLY
DON'T HAVE A
CLUE AS TO JUST
HOW MUCH I'VE
BEEN INVOLVED IN
THE EVENTS OF
YOUR LIFE...
DO YOU?

WELCOME
TO THE REAL
WORLD, Mr.
PARKER!



RECOGNIZE
YOUR BLOND-
HEADED
"COUSIN?"

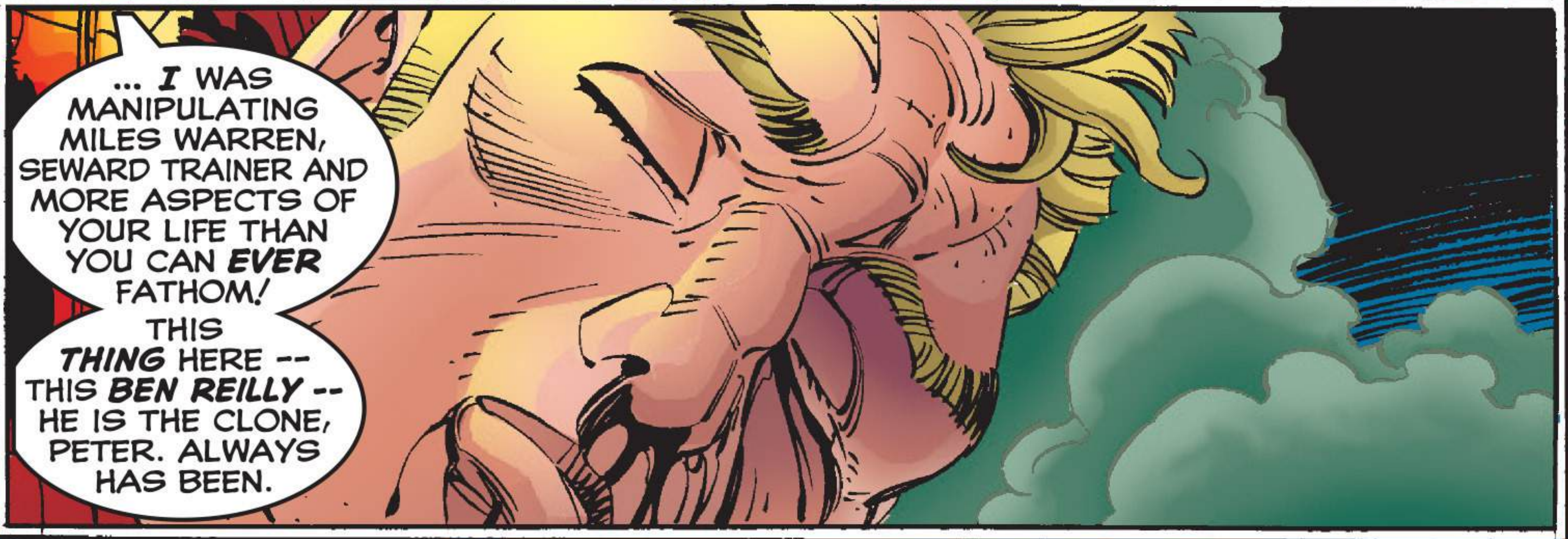
BEN?

YES...
GOOD
OL' BEN
REILLY!

THE
"REAL" PETER
PARKER COME BACK
TO RECLAIM THE LIFE
WHICH WAS TORN
FROM HIM BY MILES
WARREN, A.K.A.
THE JACKAL.

THE
MAN WHO,
WITH THE HELP
OF THE RECENTLY
DECEASED **SEWARD
TRAINER**, WAS
FINALLY PROVEN
TO BE THE REAL
McCOY!

EXCEPT...



... I WAS
MANIPULATING
MILES WARREN,
SEWARD TRAINER AND
MORE ASPECTS OF
YOUR LIFE THAN
YOU CAN **EVER**
FATHOM!

THIS
THING HERE --
THIS **BEN REILLY** --
HE IS THE CLONE,
PETER. ALWAYS
HAS BEEN.



A VICTORY
OVER **HIM**
MEANS
NOTHING
TO ME.

HIS
LIFE MEANS
NOTHING TO ME.
IT'S JUST A
SHADOW.



IT'S
YOU I
WANT TO
SUFFER,
PETER.

YOU, THE
REAL PETER
PARKER!



ALL THESE YEARS I'VE PLOTTED AND PLANNED AGAINST YOU.

I WANTED YOU TO SUFFER AS I AND MY FAMILY HAVE SUFFERED BECAUSE OF YOU.

I WATCHED AS YOU HUMILIATED AND ULTIMATELY DESTROYED MY ONLY SON.

AND THROUGH IT ALL, NO MATTER WHAT HE, OR I, THREW AT YOU...

... YOU ALWAYS MANAGED TO SURVIVE.

THE DEATH OF GWEN STACY, THE REVELATION THAT YOUR LIFE WAS A LIE, THAT YOU WERE A CLONE...

... THROUGH IT ALL YOU FOUND A WAY TO NOT ONLY SURVIVE, BUT TO MAKE A LIFE FOR YOURSELF.

THROUGH THE WORST OF IT YOU PROSPERED.

AND I **HATE** YOU FOR IT! I DESPISE YOUR **PERSISTENCE** AND NAIVE **OPTIMISM!**

NOW I WILL NO LONGER BE SATISFIED WITH SUBTLETY AND LONG DISTANCE STRING-PULLING!

THAT WHICH I TOOK FROM YOU EARLIER TONIGHT WAS TO EVEN THE SCORE FOR THE LOSS OF MY SON, BUT NOW --



NO!

WHAT ARE YOU TALKING ABOUT?

WHAT DID YOU DO?

AH! SO YOU'RE COMING AROUND. FIGHTING THROUGH THE DRUGS.

GOOD. I WANT THIS FINAL BATTLE TO BE A **GRAND** ONE.

WHAT I MADE YOU LOSE EARLIER IS ONLY THE BEGINNING.



NOW I PLAN ON MAKING UP FOR LOST TIME.

FWOOM



KTASH



THWIP



TONIGHT YOU LOSE **EVERYONE** AND **EVERYTHING** YOU HOLD NEAR AND DEAR.

EVERYONE WHO HAS BEEN UNFORTUNATE ENOUGH TO HAVE HAD YOU TOUCH THEIR LIVES WILL PAY DEARLY.



THE DAILY BUGLE IS JUST ACROSS THE STREET.

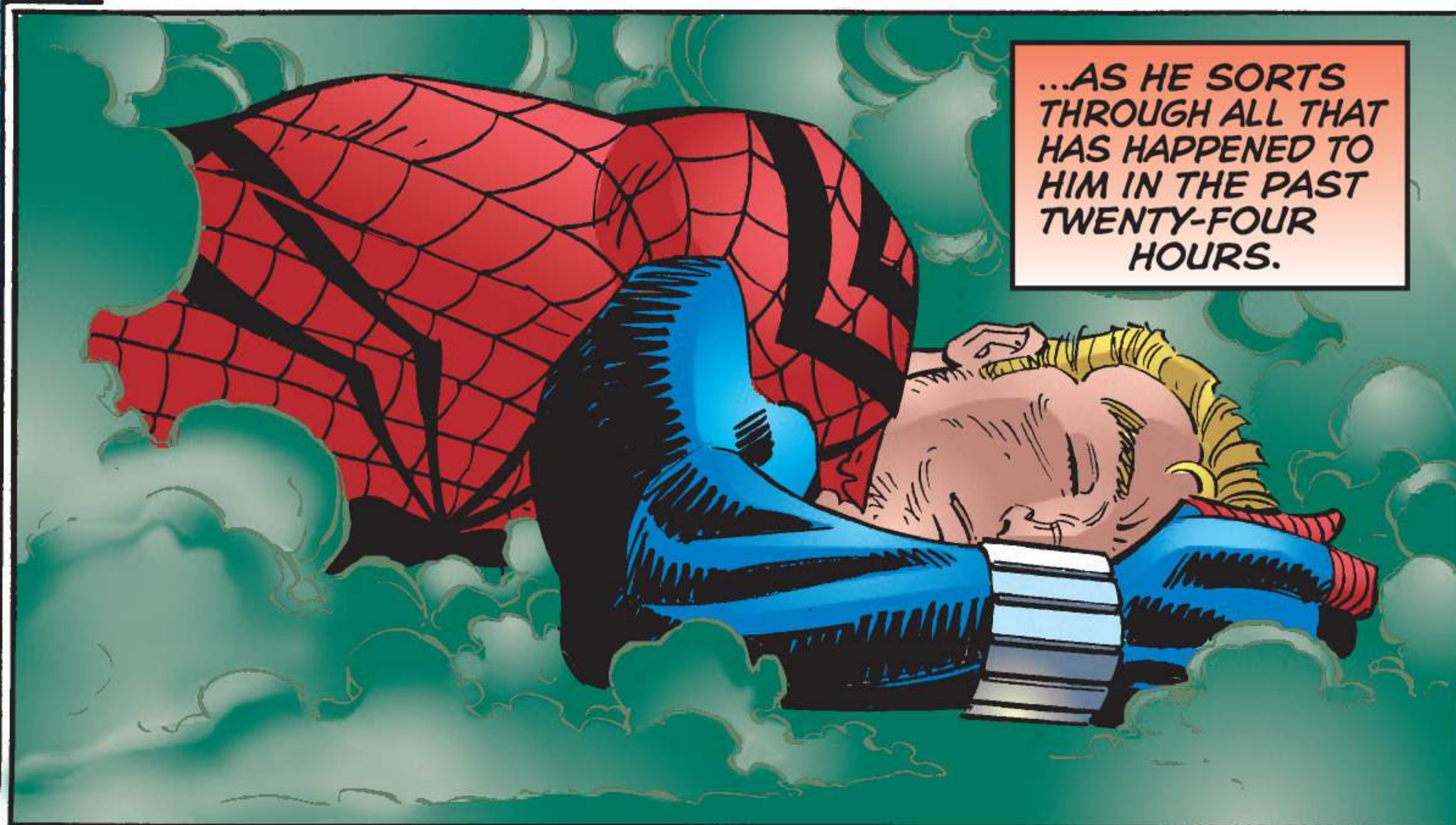
COME, PETER, WATCH ME TAKE YOUR LIFE FROM YOU...
... BEFORE YOU DIE.



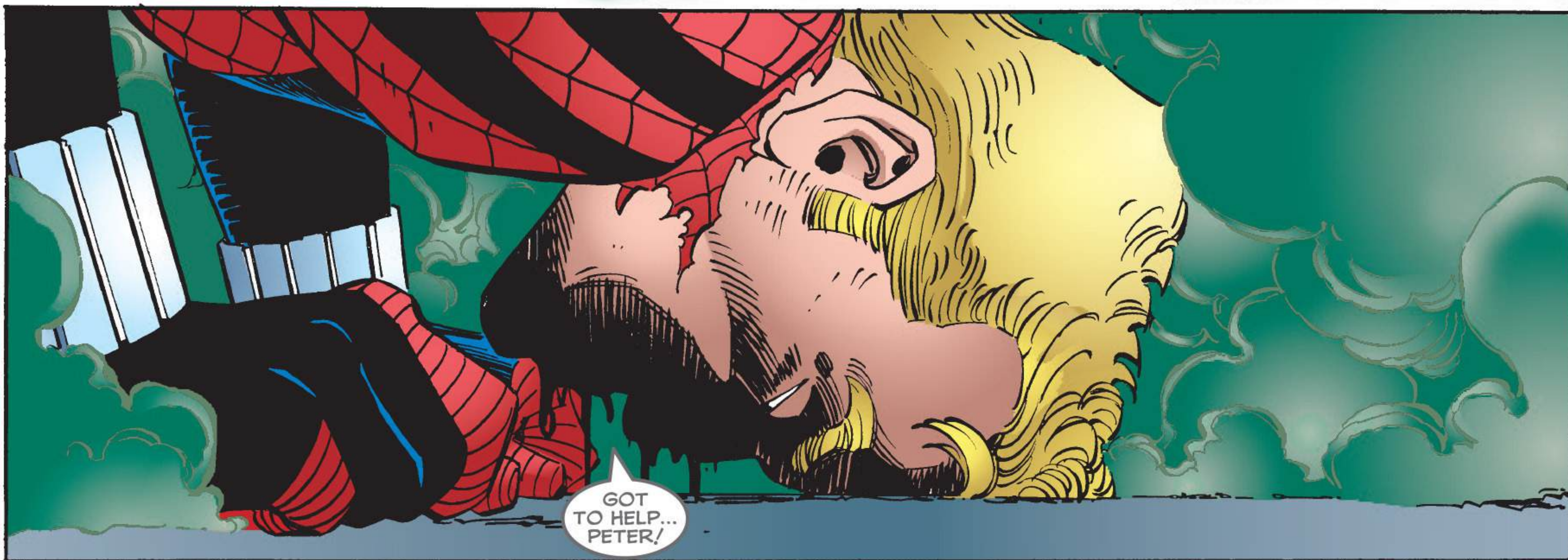
AS PETER'S
LIFE HANGS
PRECARIOUSLY IN
THE BALANCE...



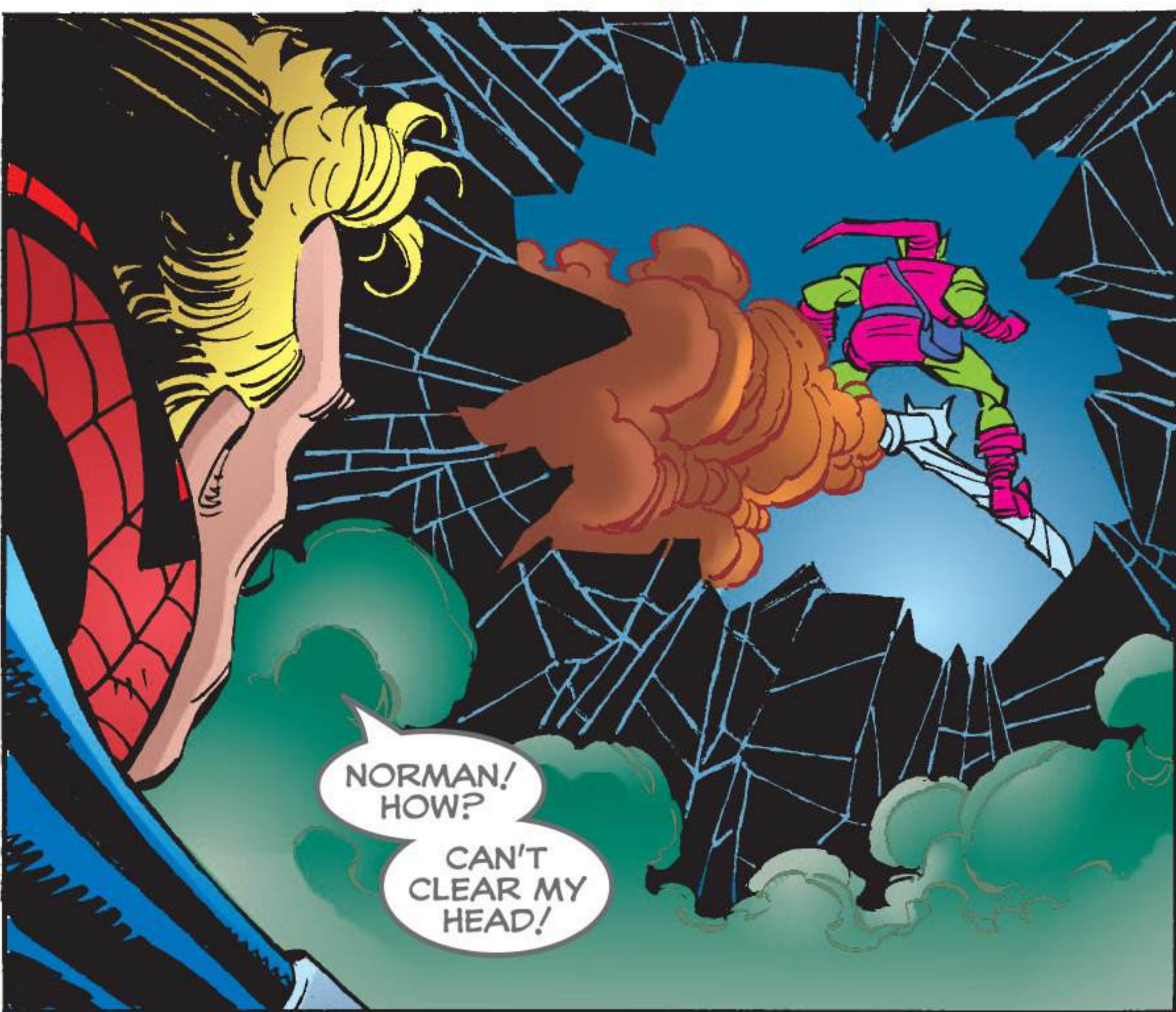
...THE MAN KNOWN AS BEN
REILLY STRUGGLES TO
REGAIN CONSCIOUSNESS...



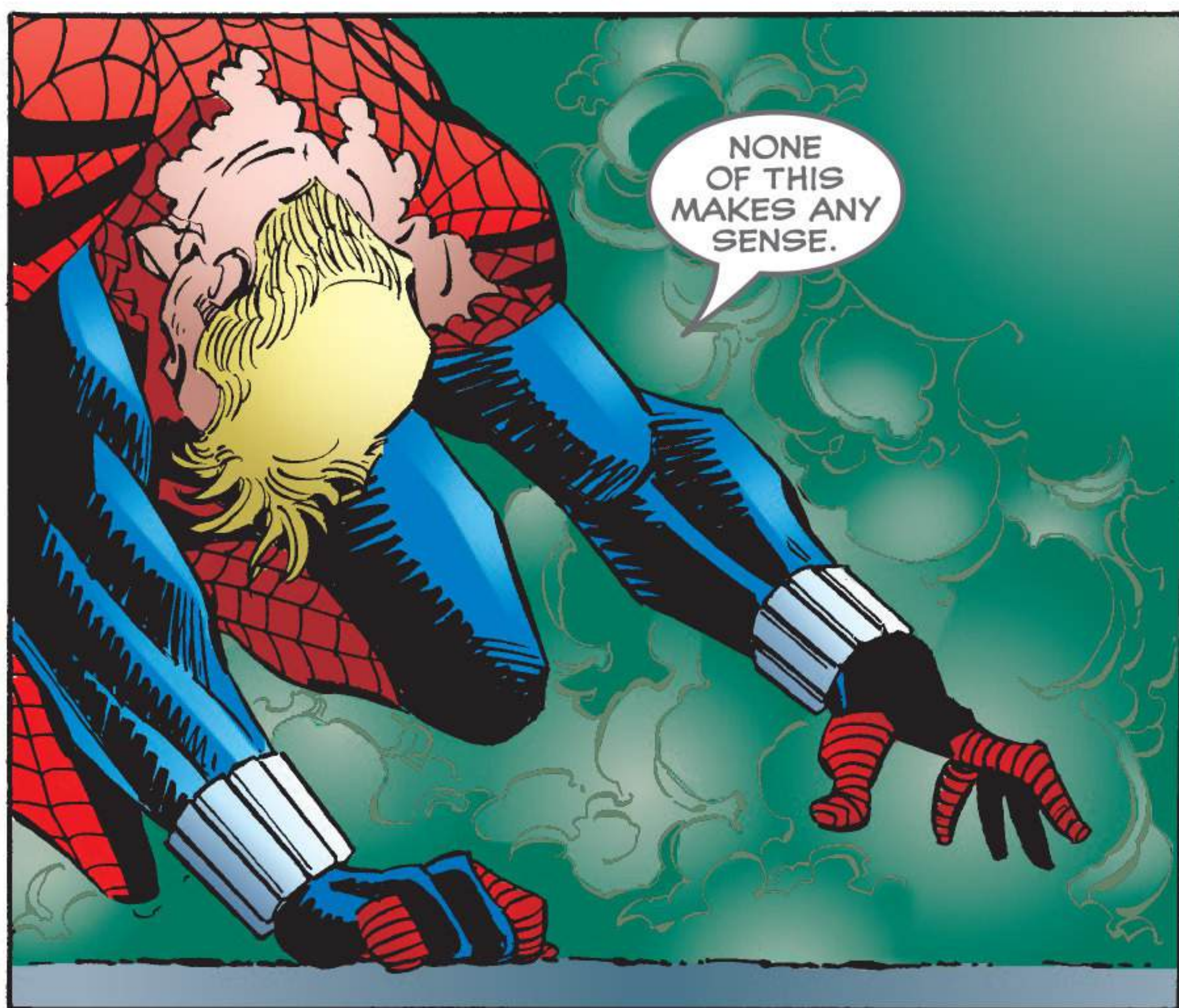
...AS HE SORTS
THROUGH ALL THAT
HAS HAPPENED TO
HIM IN THE PAST
TWENTY-FOUR
HOURS.



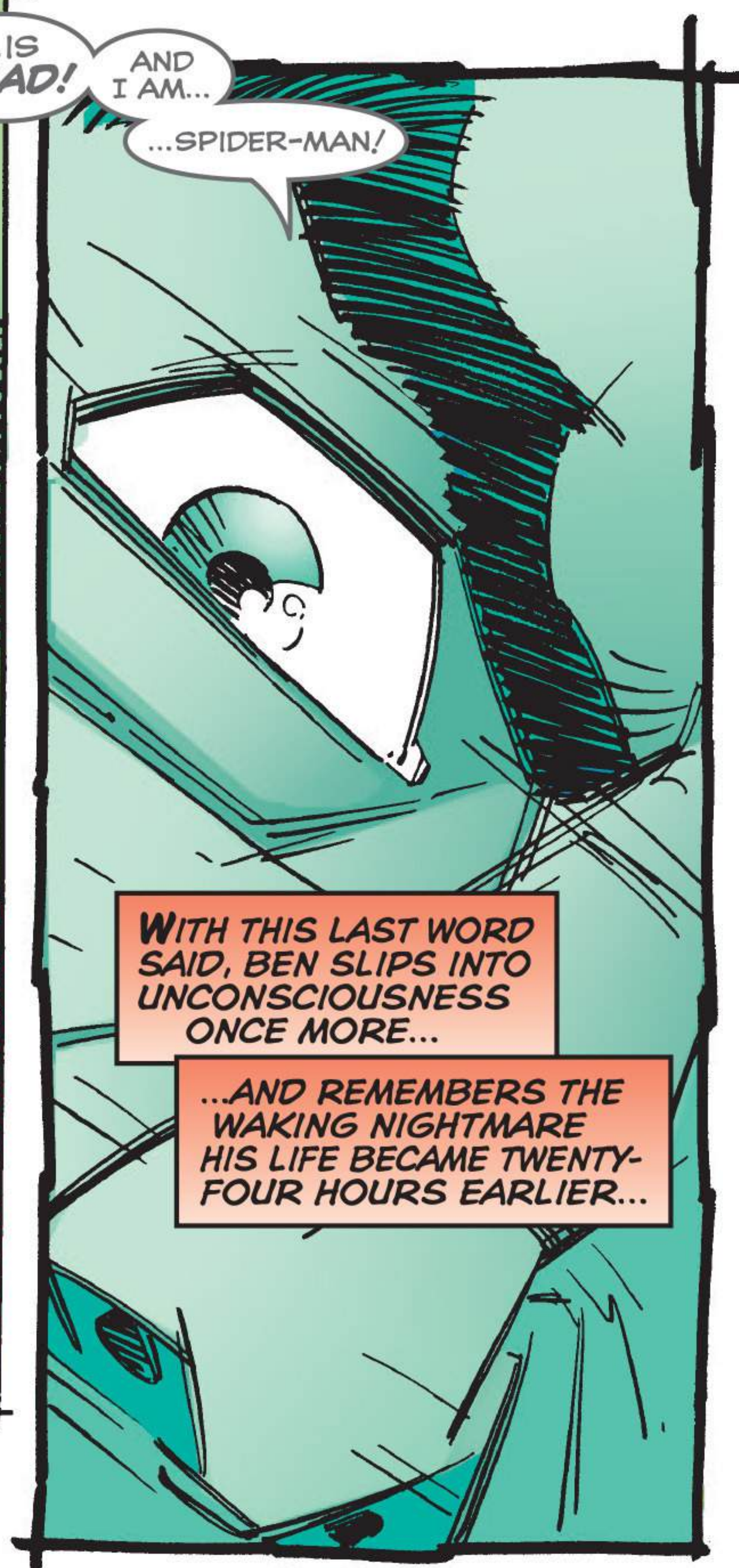
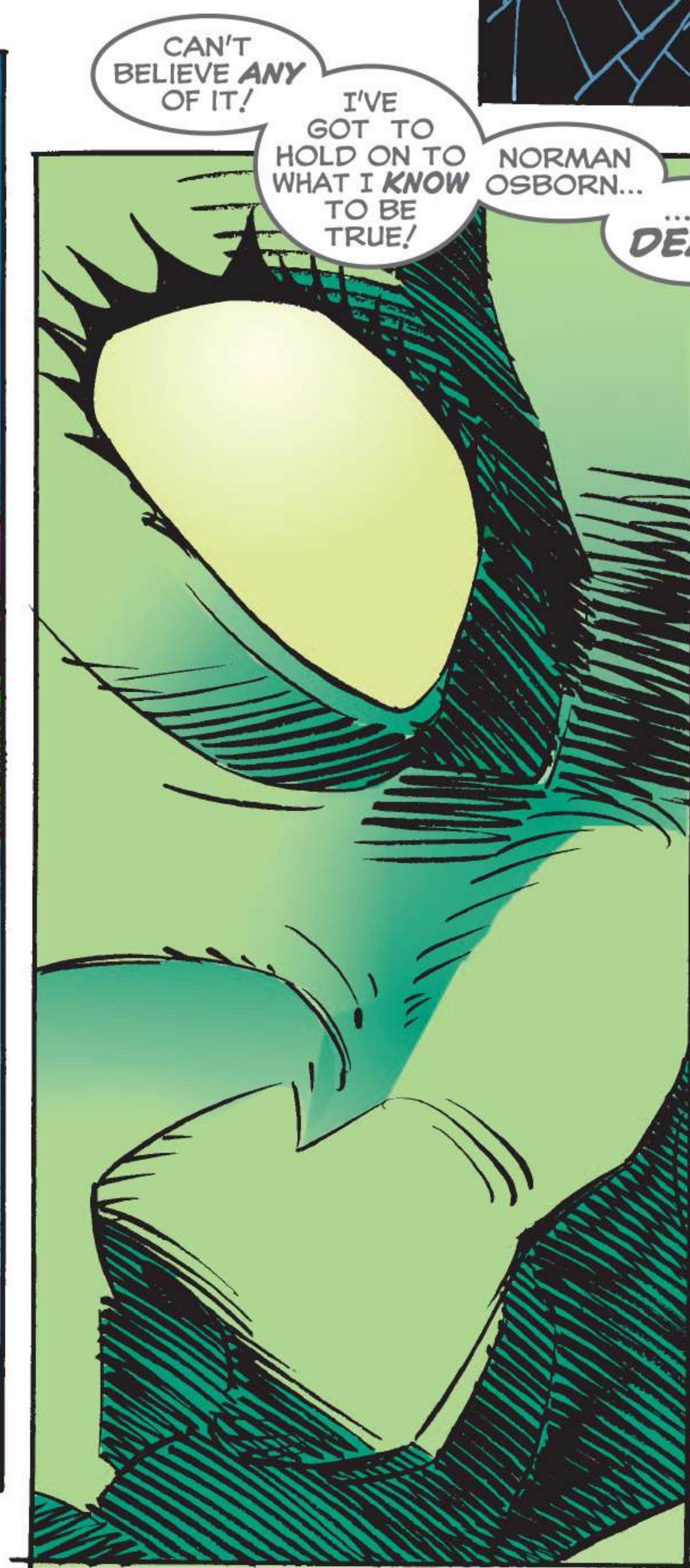
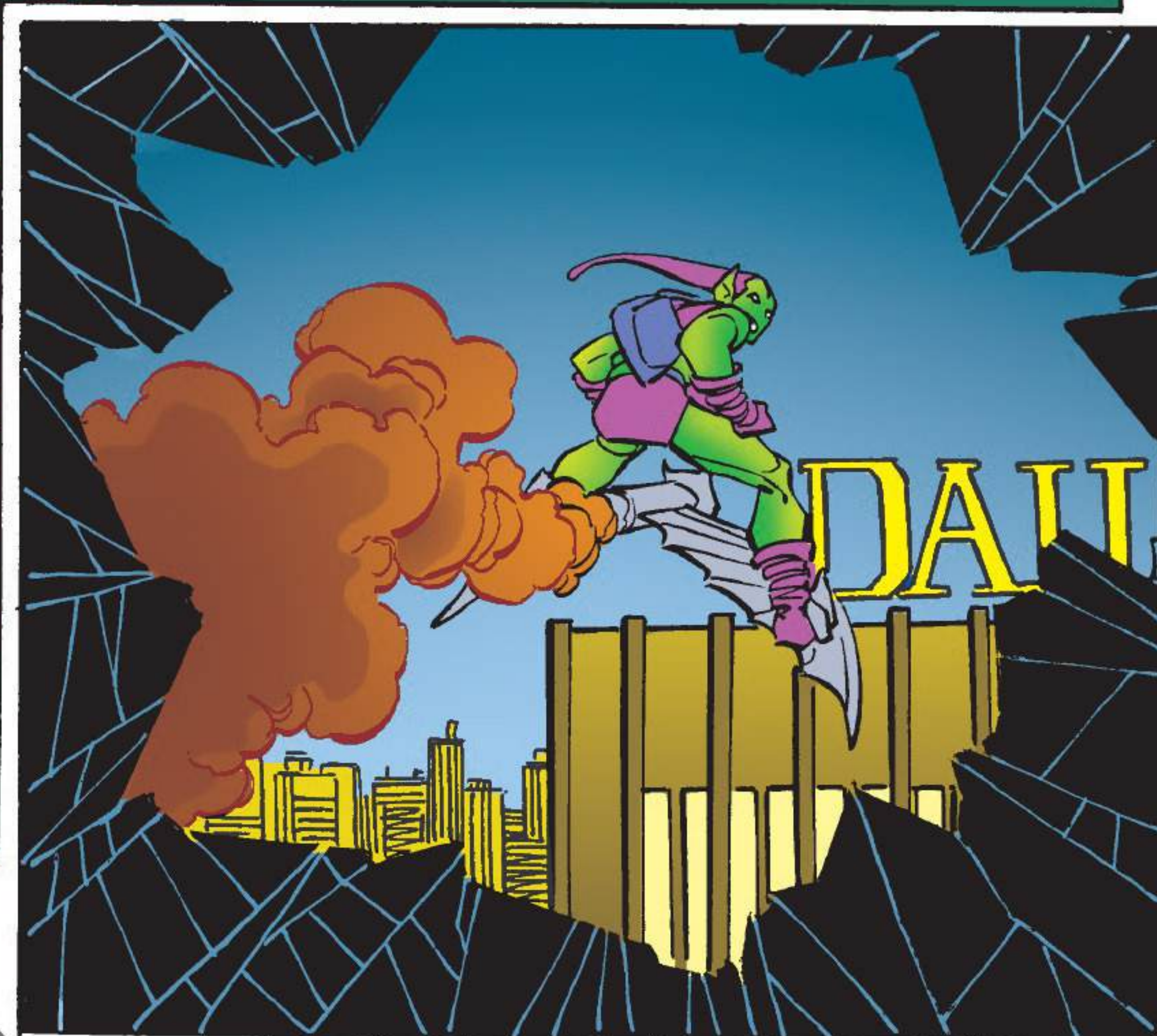
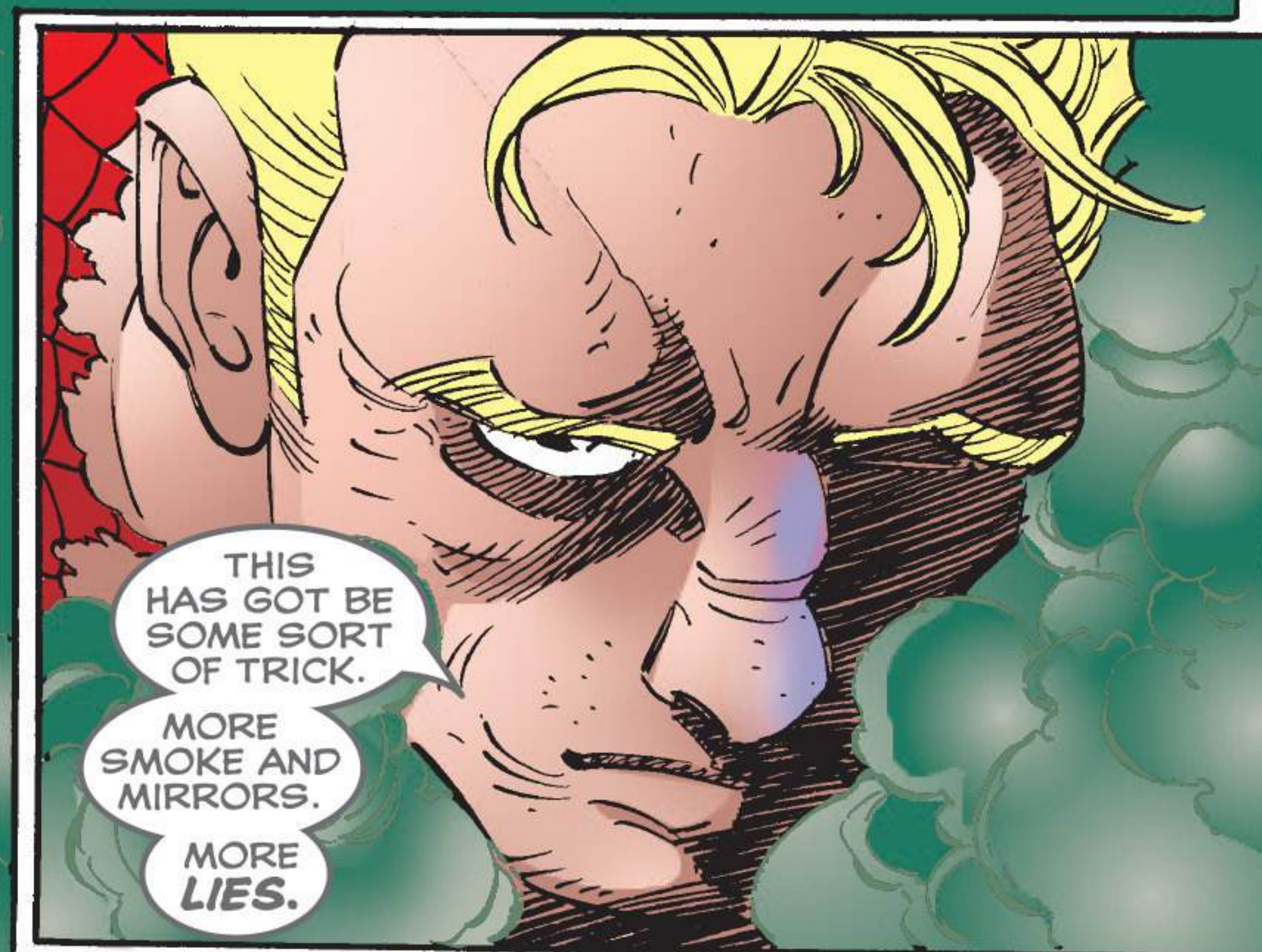
GOT
TO HELP...
PETER!



NORMAN!
HOW?
CAN'T
CLEAR MY
HEAD!

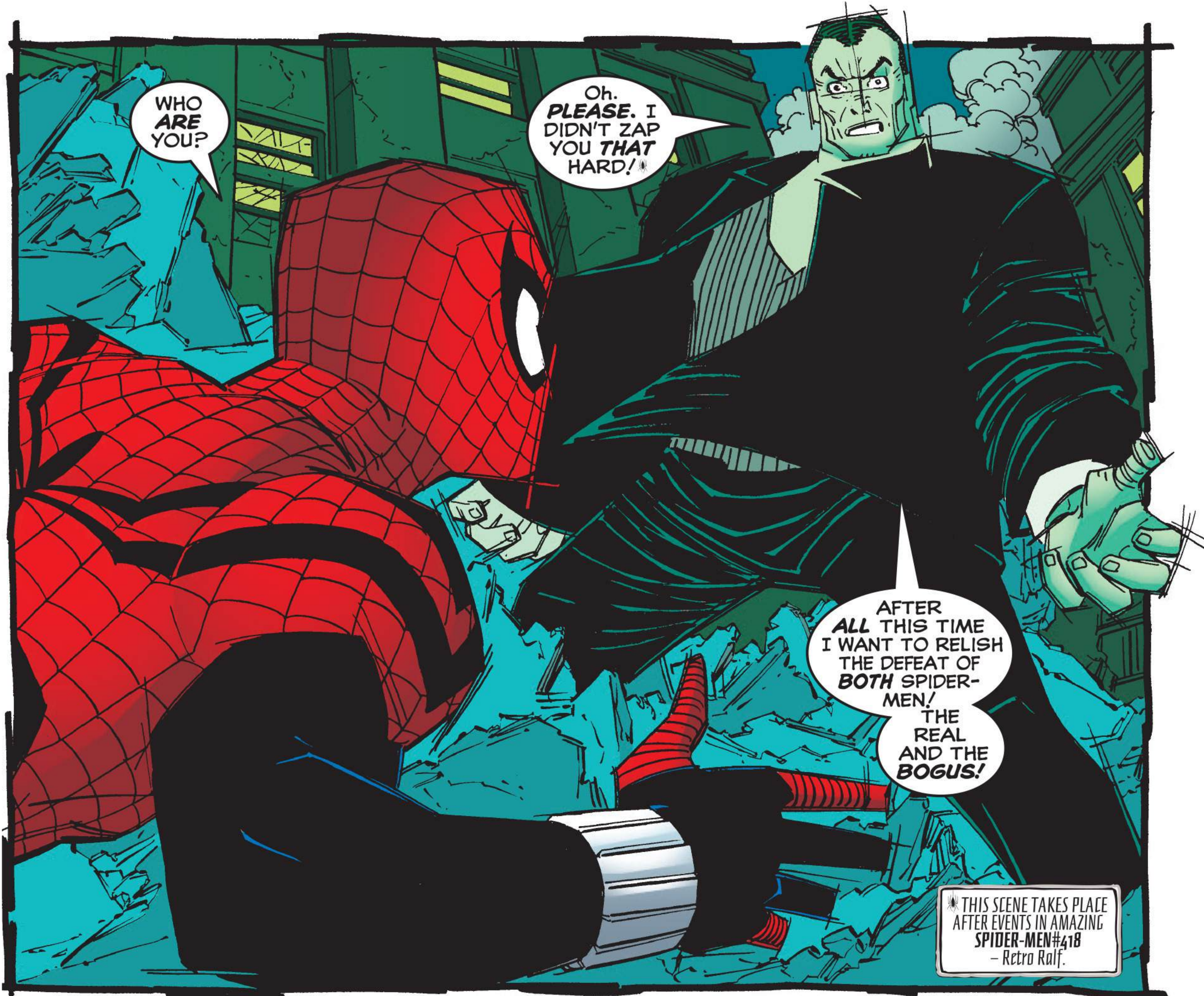


NONE
OF THIS
MAKES ANY
SENSE.



WITH THIS LAST WORD SAID, BEN SLIPS INTO UNCONSCIOUSNESS ONCE MORE...

...AND REMEMBERS THE WAKING NIGHTMARE HIS LIFE BECAME TWENTY-FOUR HOURS EARLIER...





...YOU
BEING A CLONE
AND ALL.../ WHAT
COULD I
EXPECT?

CLONE?

NO!



NO...

...MORE...

...LIES!



THUNK

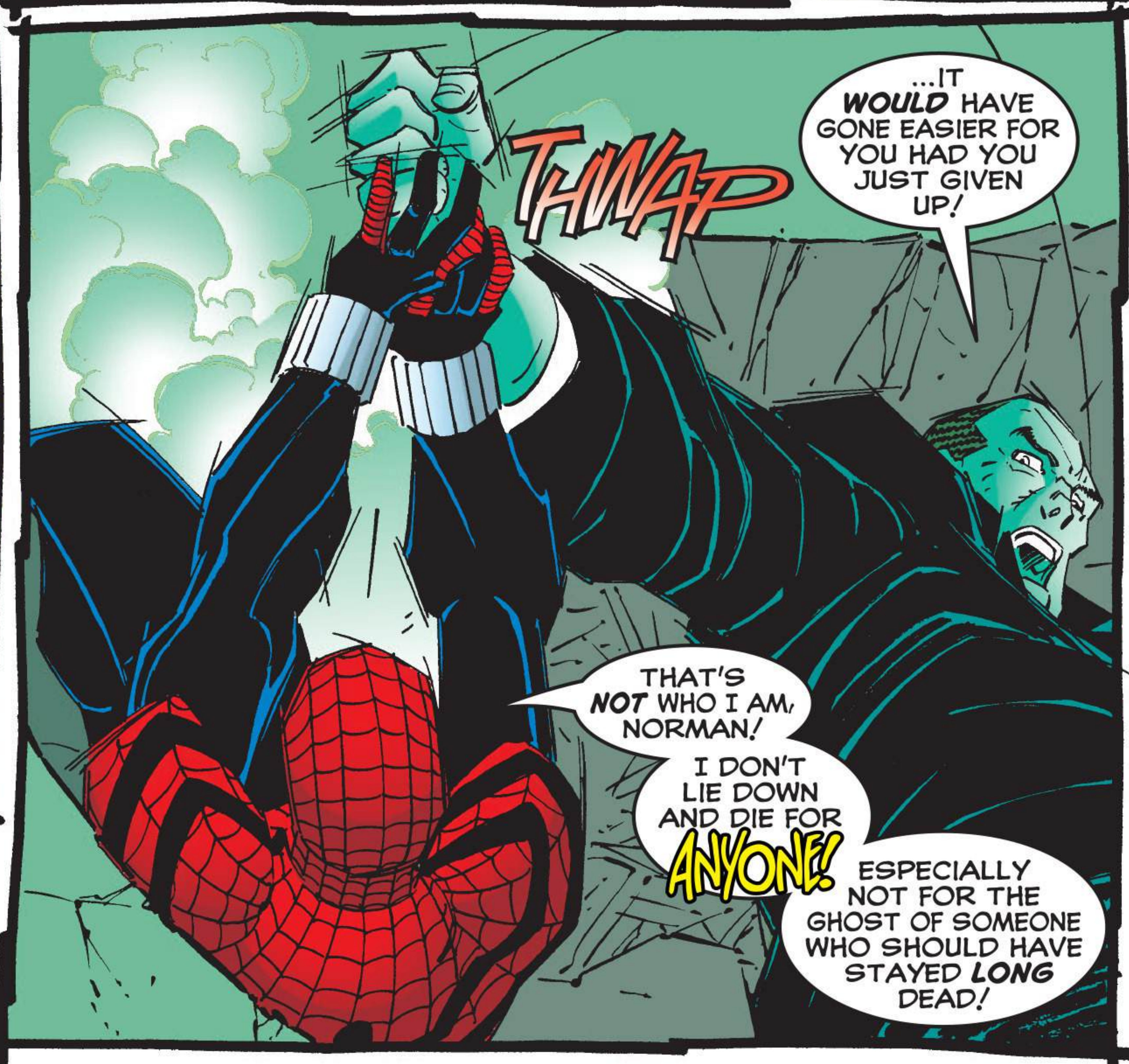
OOLPH!



I SEE
THERE'S STILL
SOME FIGHT
LEFT IN YOU
YET, YOUNG
MAN.

VERY
GOOD.

THOUGH...



...IT
WOULD HAVE
GONE EASIER FOR
YOU HAD YOU
JUST GIVEN
UP!

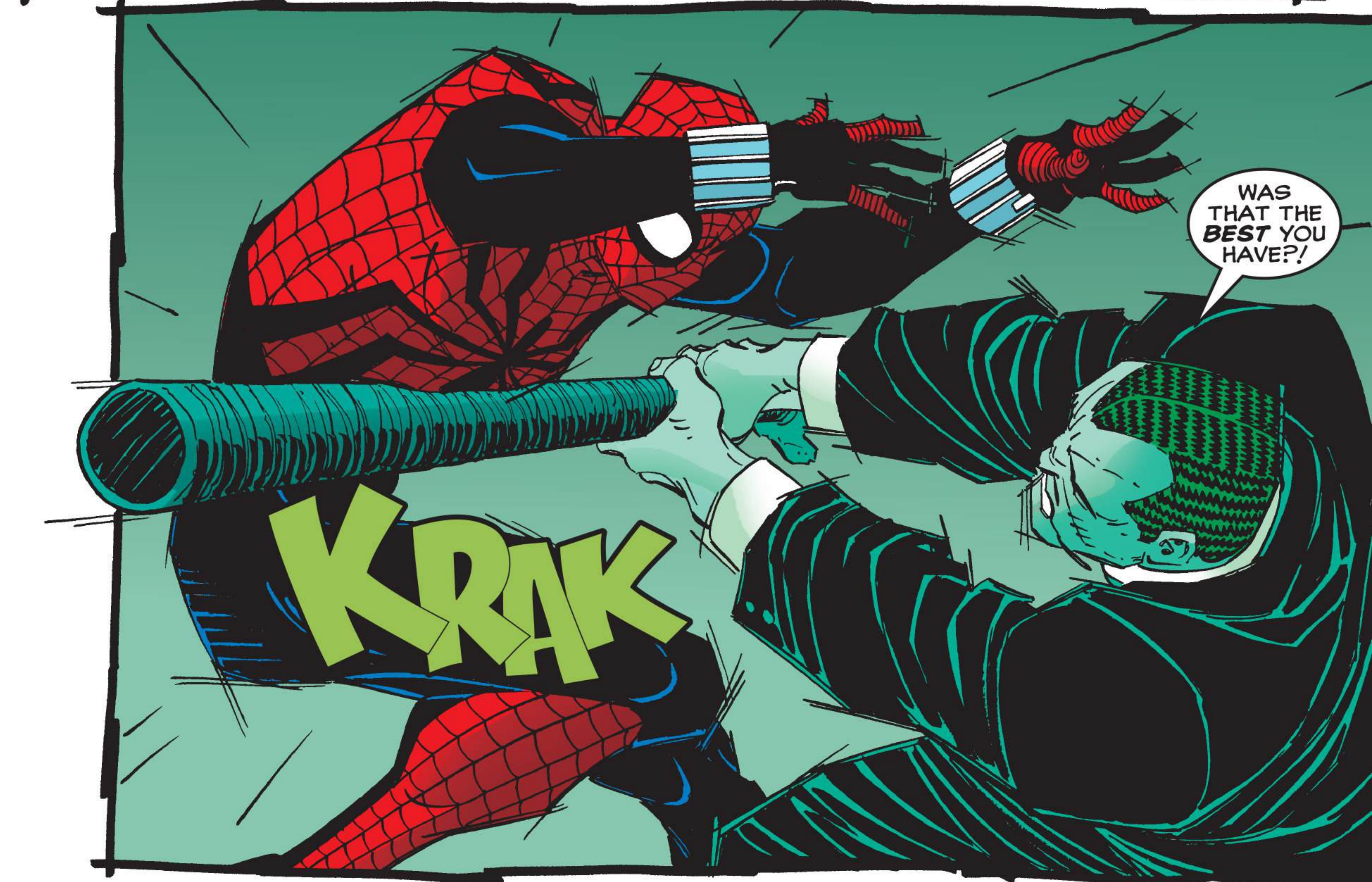
THAT'S
NOT WHO I AM,
NORMAN!

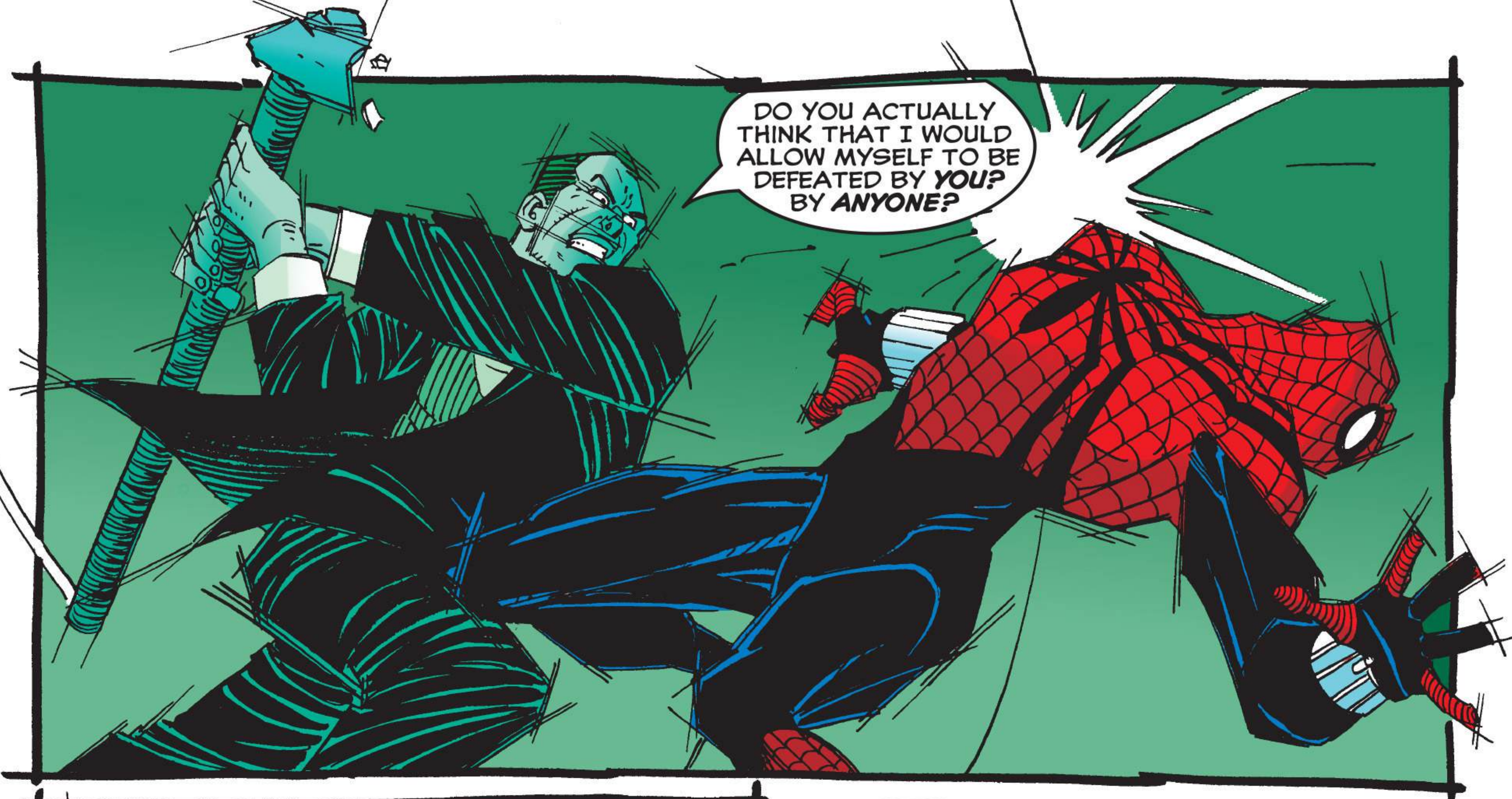
I DON'T
LIE DOWN
AND DIE FOR

ANYONE!

ESPECIALLY
NOT FOR THE
GHOST OF SOMEONE
WHO SHOULD HAVE
STAYED **LONG**
DEAD!







DO YOU ACTUALLY THINK THAT I WOULD ALLOW MYSELF TO BE DEFEATED BY *YOU*? BY *ANYONE*?



NO, MY DEAR MISTER REILLY. *THAT* IS NOT THE WAY THIS LITTLE TABLEAU WILL BE PLAYED OUT.

EVERYTHING HAS BEEN SET IN MOTION FOR MY RETURN.

AND I PLAN ON IT BEING A **TRIUMPHANT** COMING!

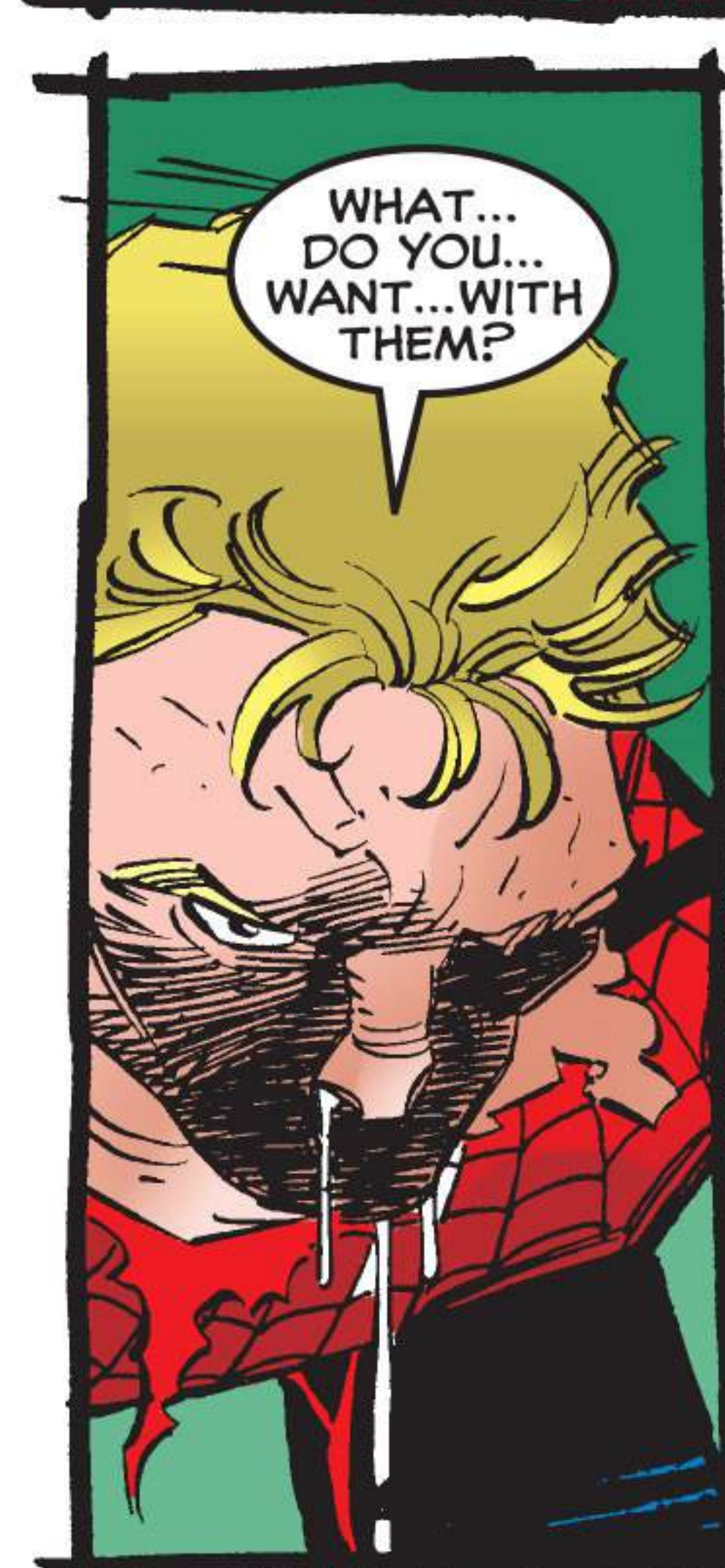
AND *YOU*, OF ALL PEOPLE... AND I USE THAT TERM LOOSELY... WILL **NOT** INTERFERE WITH IT!



THEY'RE **ALL** THERE.

GATHERED RIGHT ACROSS THE STREET AT THE DAILY BUGLE.

JONAH, LIZ, URICH AND THE REST OF THE "FRIENDS OF PETER PARKER."



WHAT... DO YOU... WANT... WITH THEM?



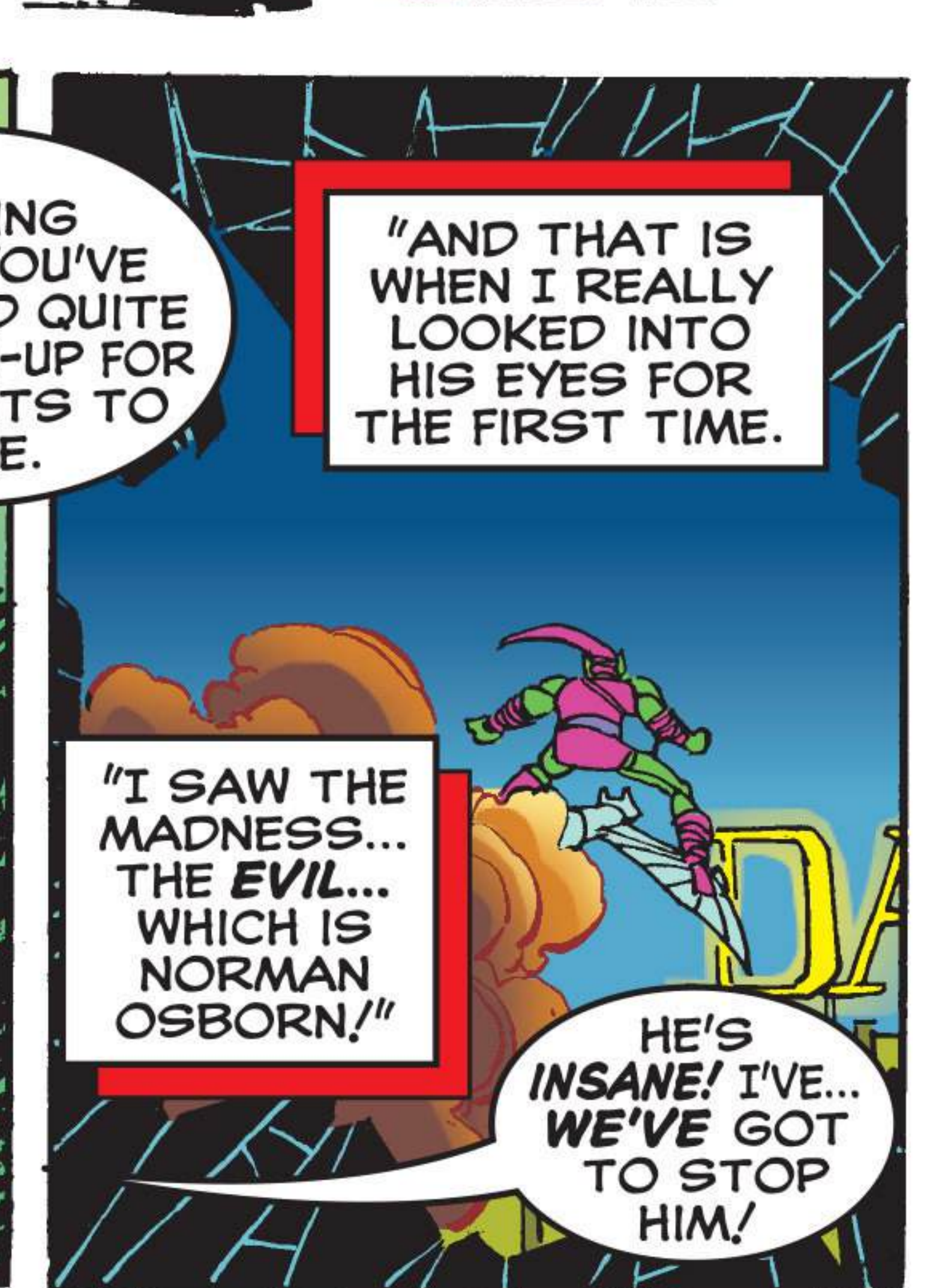
WHY, TO SETTLE OLD SCORES, OF COURSE.

NOW I REALLY MUST THANK YOU, BEN.



YOU HAVE BEEN A VALUABLE TOOL THROUGHOUT IT ALL.

IF NOTHING ELSE... YOU'VE PROVIDED QUITE THE WARM-UP FOR THE EVENTS TO COME.



"AND THAT IS WHEN I REALLY LOOKED INTO HIS EYES FOR THE FIRST TIME.

"I SAW THE MADNESS... THE **EVIL**... WHICH IS NORMAN OSBORN!"

HE'S **INSANE!** I'VE... WE'VE GOT TO STOP HIM!



HE'S GOT THEM, PETER. HE'S GOT THEM ALL.

BEN -- YOU'RE CONSCIOUS!

JONAH, FLASH, LIZ, BETTY... EVERYONE. THEY'RE ALL AT THE BUGLE.

AFTER YOU AND I BEAT STROMM, OSBORN AMBUSHED ME. HE TOLD ME WHAT HE HAS PLANNED WHILE HE WAS TEARING INTO ME.

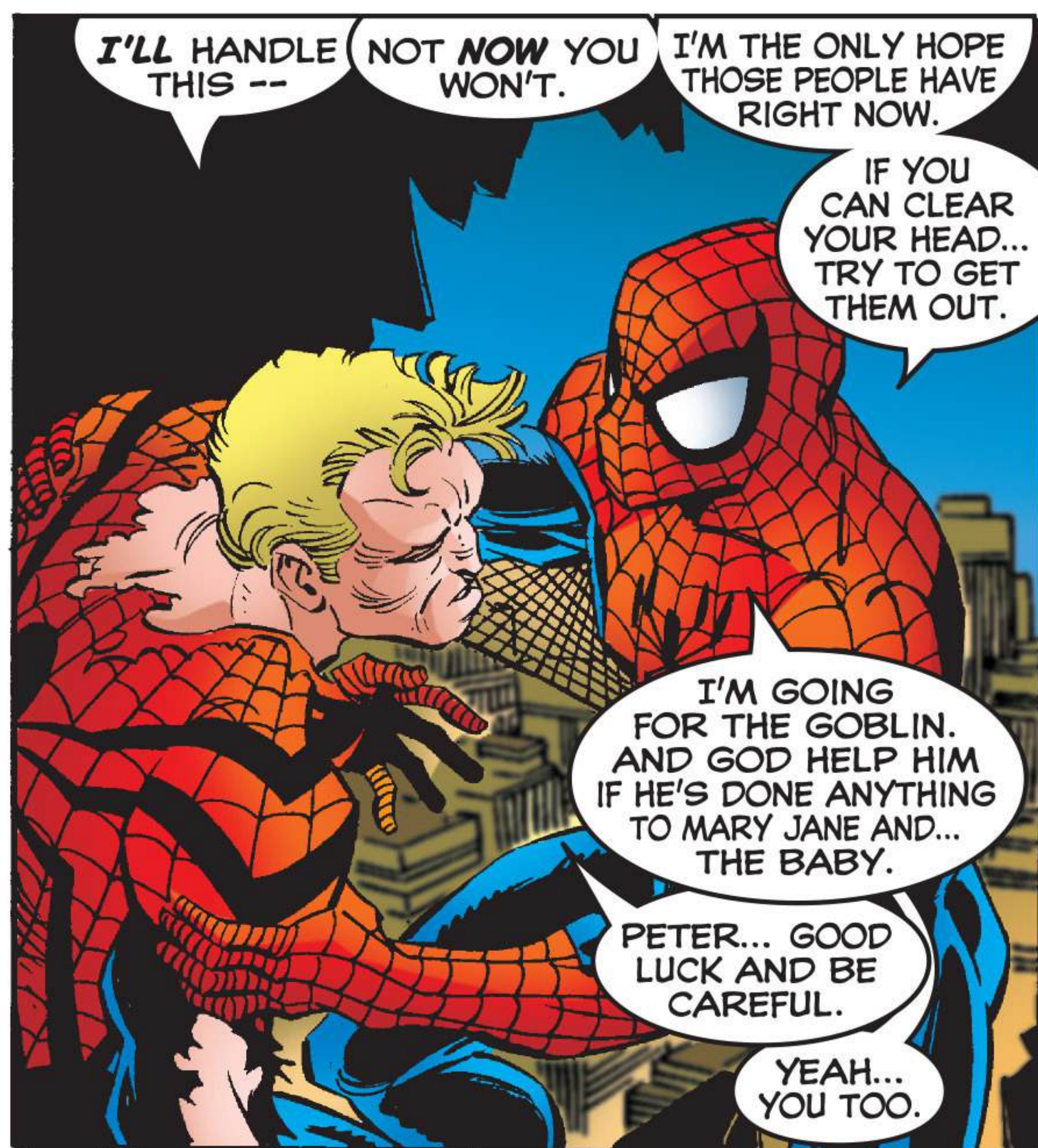
AMAZING SPIDER-MAN #418 -- Ralf.



THE PLACE IS RIGGED WITH HIGH EXPLOSIVE PUMPKIN BOMBS. HE'S GOING TO KILL THEM JUST TO TORTURE US.

NO. IF HE WANTED THAT, IT WOULD HAVE BEEN DONE ALREADY.

HE'S GOT A SICK AND EVIL MIND. HE WANTS TO PLAY WITH US... PROLONG OUR SUFFERING.



I'LL HANDLE THIS --

NOT NOW YOU WON'T.

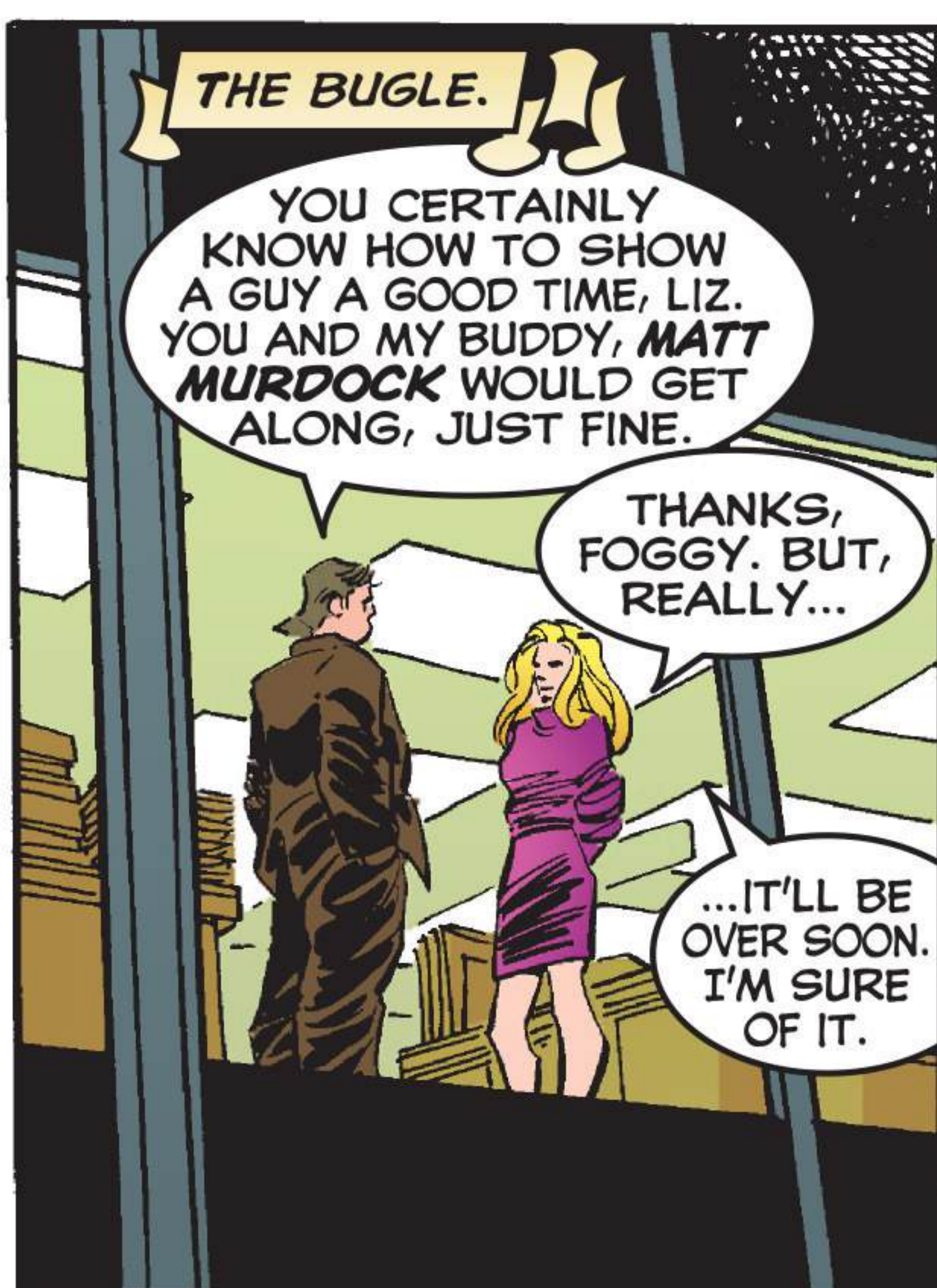
I'M THE ONLY HOPE THOSE PEOPLE HAVE RIGHT NOW.

IF YOU CAN CLEAR YOUR HEAD... TRY TO GET THEM OUT.

I'M GOING FOR THE GOBLIN. AND GOD HELP HIM IF HE'S DONE ANYTHING TO MARY JANE AND... THE BABY.

PETER... GOOD LUCK AND BE CAREFUL.

YEAH... YOU TOO.



THE BUGLE.

YOU CERTAINLY KNOW HOW TO SHOW A GUY A GOOD TIME, LIZ. YOU AND MY BUDDY, MATT MURDOCK WOULD GET ALONG, JUST FINE.

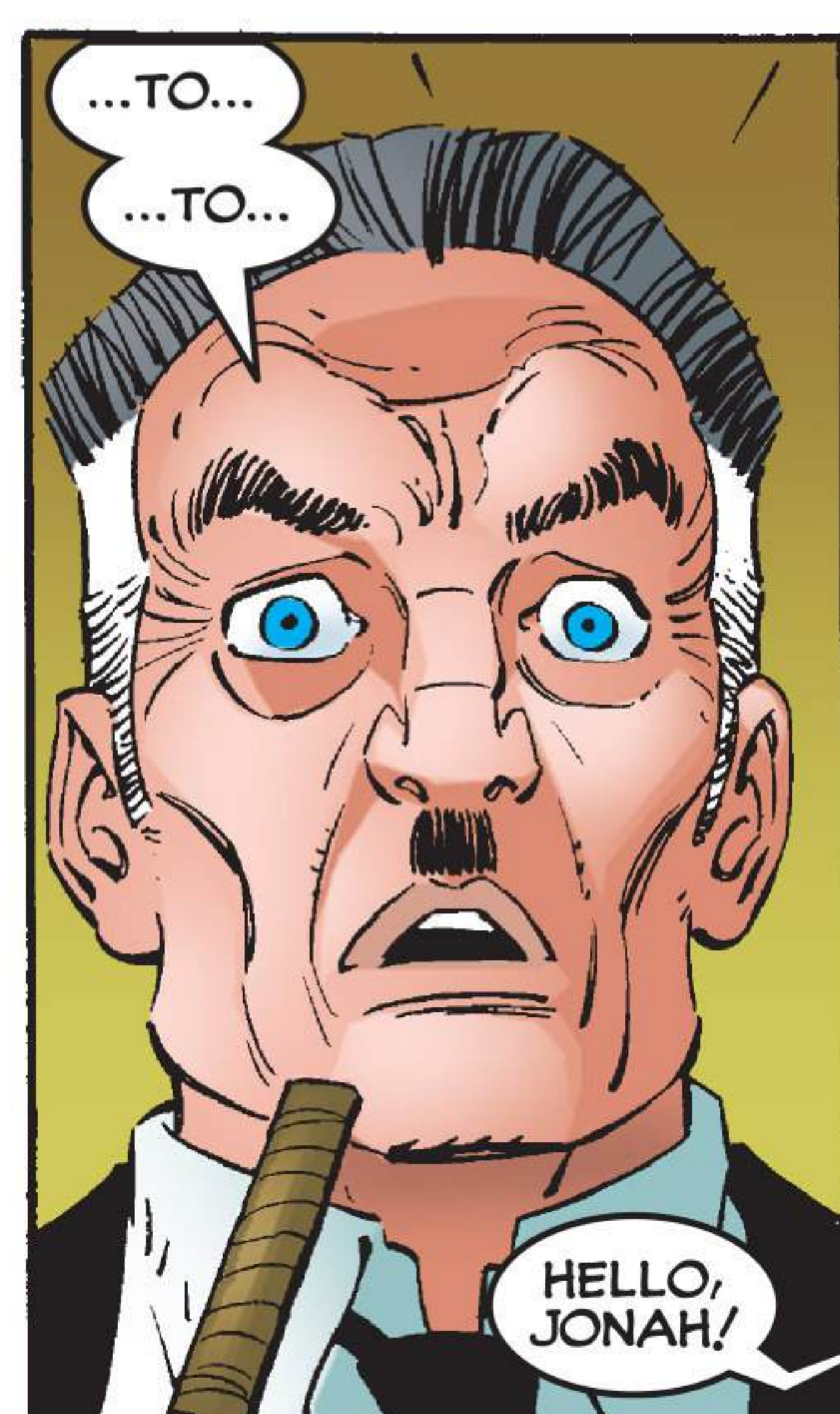
THANKS, FOGGY. BUT, REALLY...

...IT'LL BE OVER SOON. I'M SURE OF IT.



COME ON, KIDS, WE'RE NOT GOING TO GET ANYONE'S ATTENTION JUST STANDING IN THE WINDOW AND LOOKING PRETTY.

YOU'VE GOT TO...



...TO...

...TO...

HELLO, JONAH!



LONG TIME NO SEE, PAL OF MINE!

THAT VOICE!



NORMAN?

YOU **DO** REMEMBER ME, JONAH! I'M TOUCHED!

WE SHARED A MUTUAL HATRED OF THE WALL-CRAWLER, REMEMBER?



BUT WHILE I DEVOTED MYSELF TO STAMPING HIM OUT...



... YOU DID NOTHING BUT WRITE YOUR **PATHETIC** EDITORIALS AND CONDUCT YOUR **RIDICULOUS** SMEAR CAMPAIGNS!



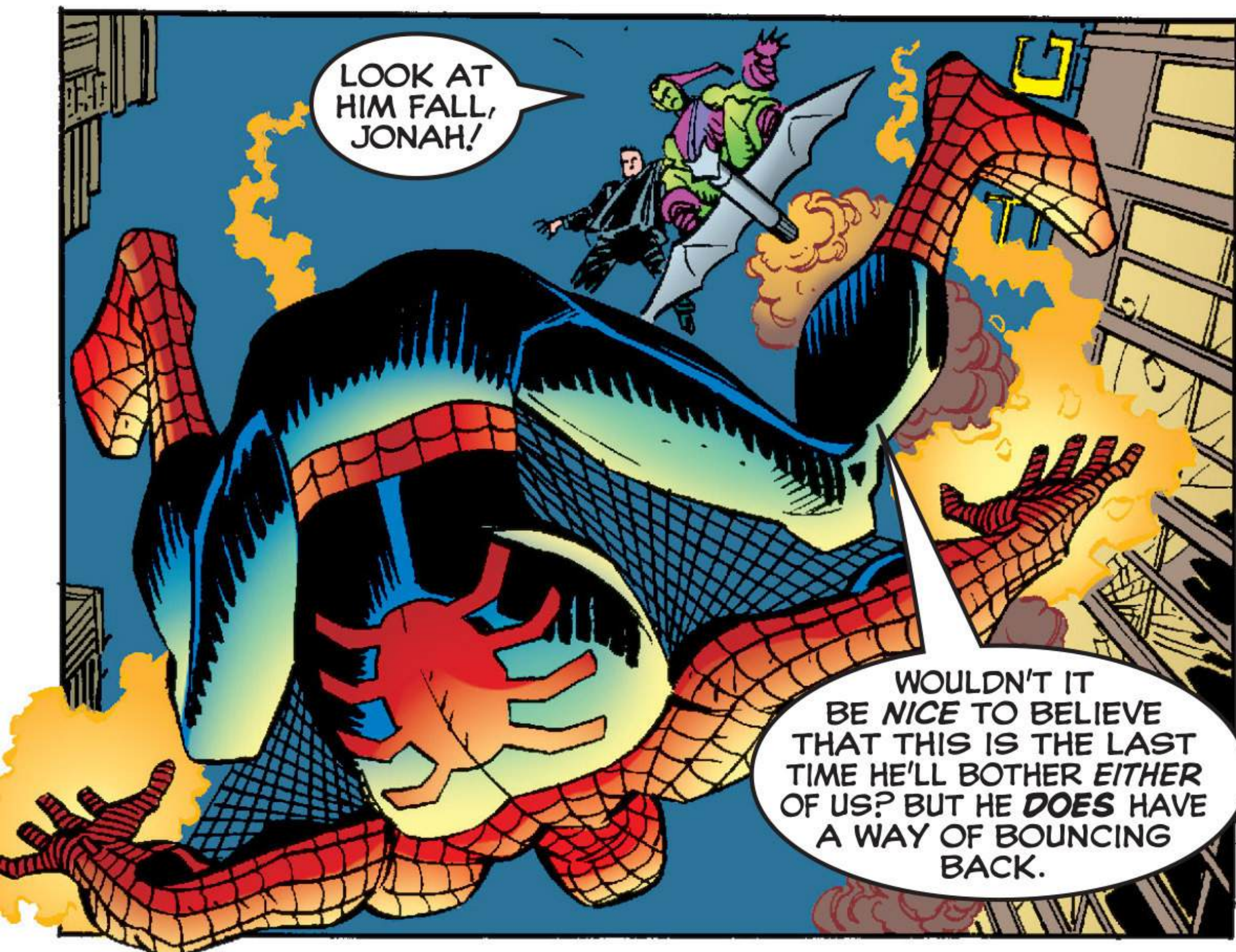
LET HIM GO, GOBLIN!

FOR OLD TIME SAKE, I'M GOING TO LET YOU RECONSIDER YOUR CHOICE OF WORDS, SPIDER-MAN.

AND I'M GOING TO GIVE YOU **PLENTY** OF TIME TO DO SO...



... WHILE YOU'RE PLUMMETING TOWARD THE PAVEMENT!



LOOK AT HIM FALL, JONAH!

WOULDN'T IT BE NICE TO BELIEVE THAT THIS IS THE LAST TIME HE'LL BOTHER EITHER OF US? BUT HE **DOES** HAVE A WAY OF BOUNCING BACK.



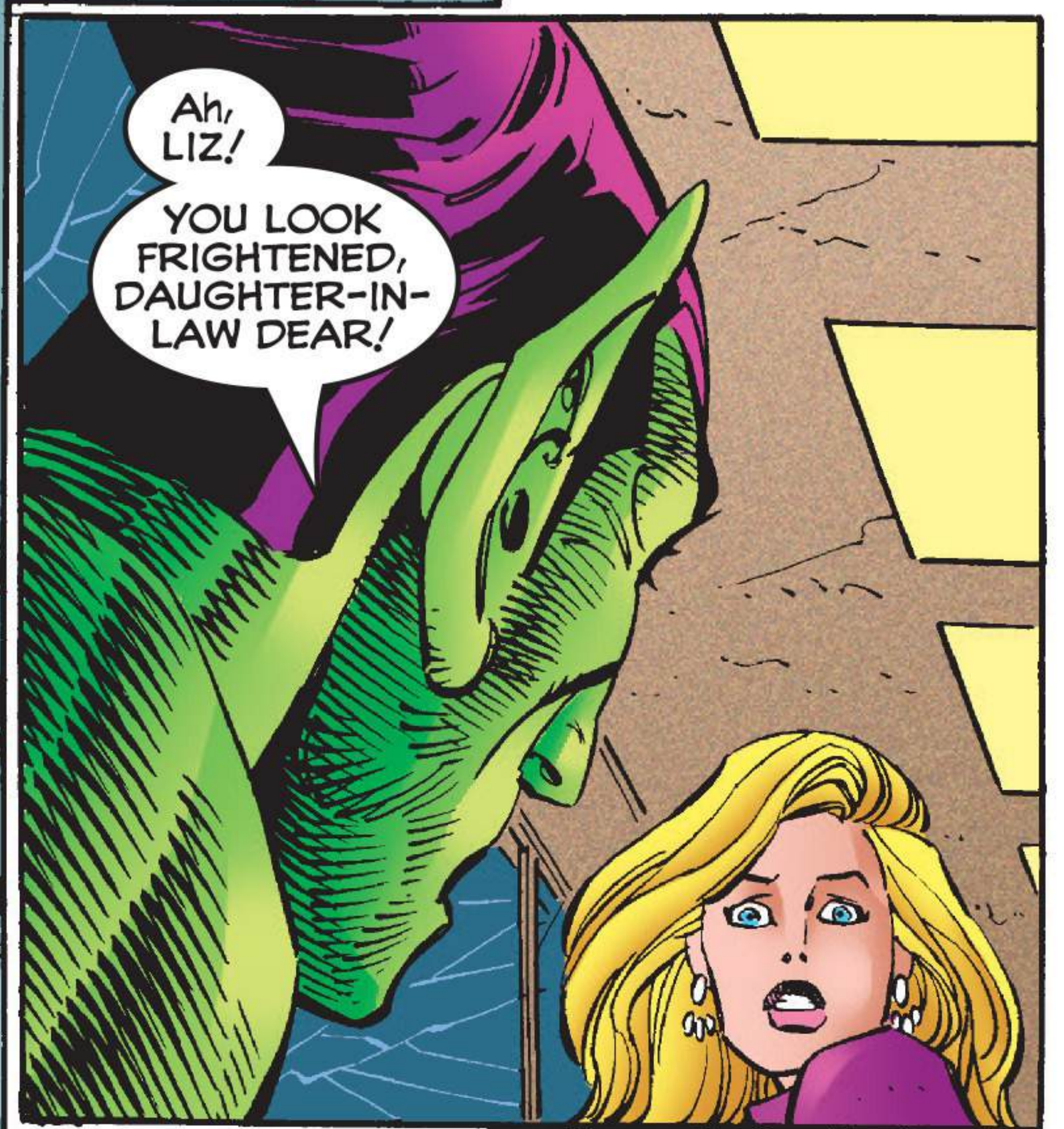
DON'T WE ALL?

Oh, STOP LOOKING SO SCARED.

I'M NOT GOING TO KILL YOU.



NOT
YET!
THE
NIGHT IS
YOUNG AND
THERE ARE SO
MANY UNSETTLED
SCORES IN THIS
ROOM.



Ah,
LIZ!
YOU LOOK
FRIGHTENED,
DAUGHTER-IN-
LAW DEAR!



AS WELL
YOU SHOULD, COW!
YOU *CATERED* TO
MY SON HARRY'S
WEAKNESSES --
KEPT HIM FROM
BECOMING
A MAN!

BUT
YOU WILL
NOT HAVE THE
SAME OPPORTUNITY
WITH YOUNG NORMAN.
NOT AFTER
TONIGHT.



EACH
OF
YOU HAS
EARNED MY
HATRED AND
DISGUST.



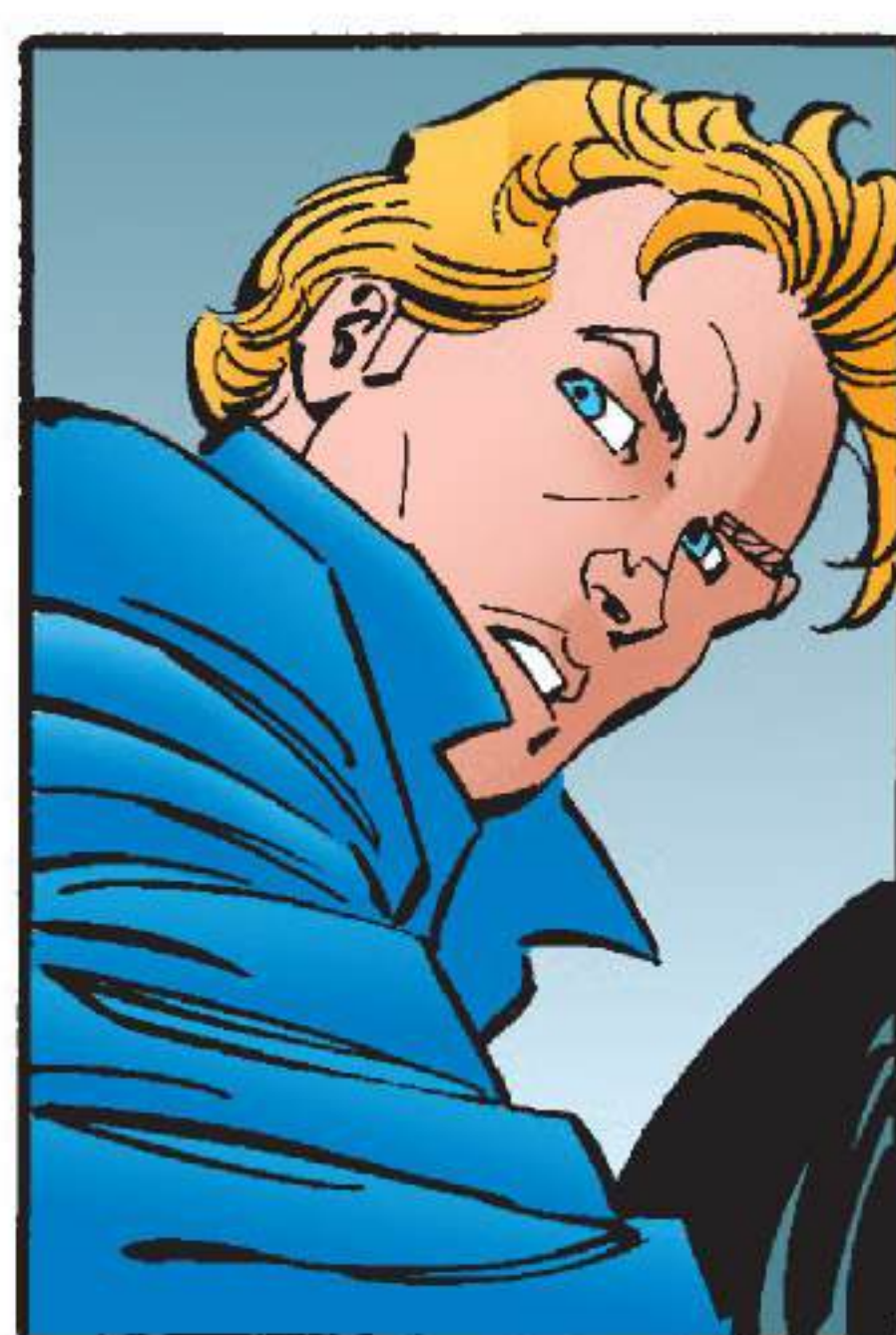
SOME
OF YOU ARE
PROBABLY NOT
EVEN AWARE
OF HOW!



NO
MATTER.



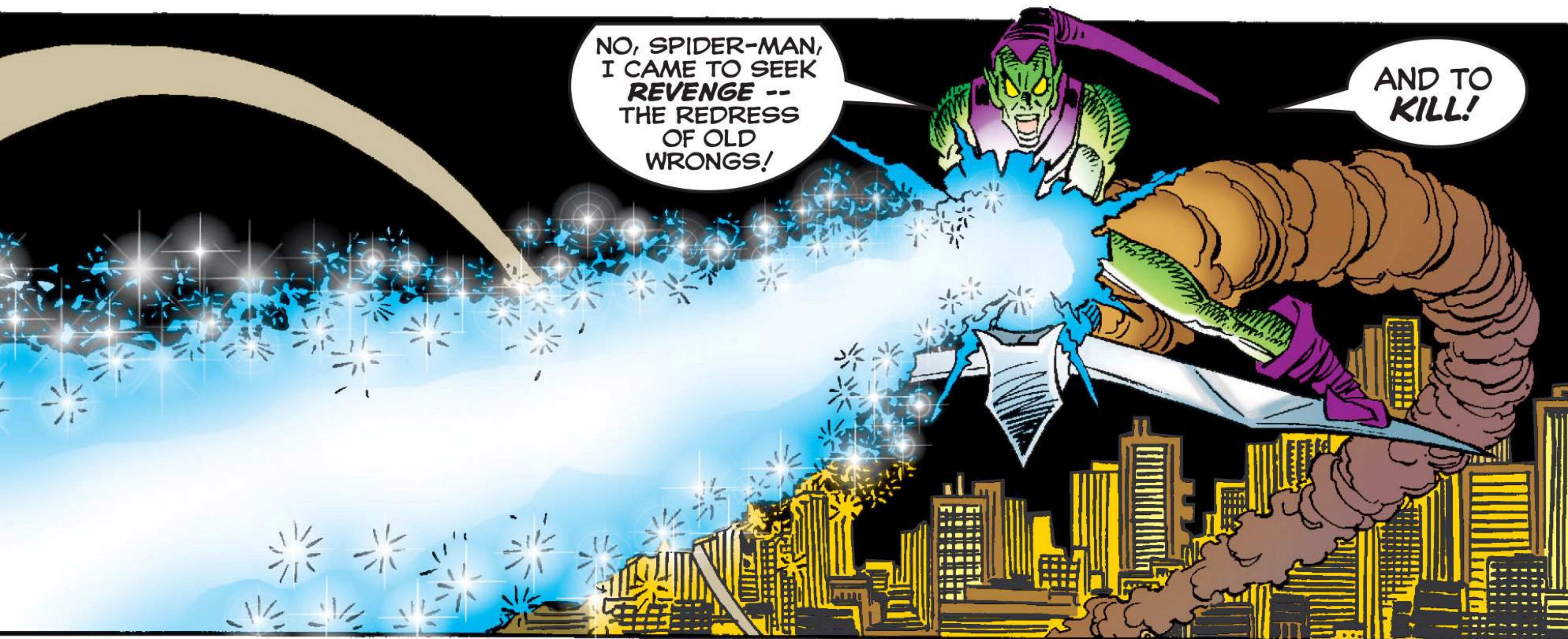
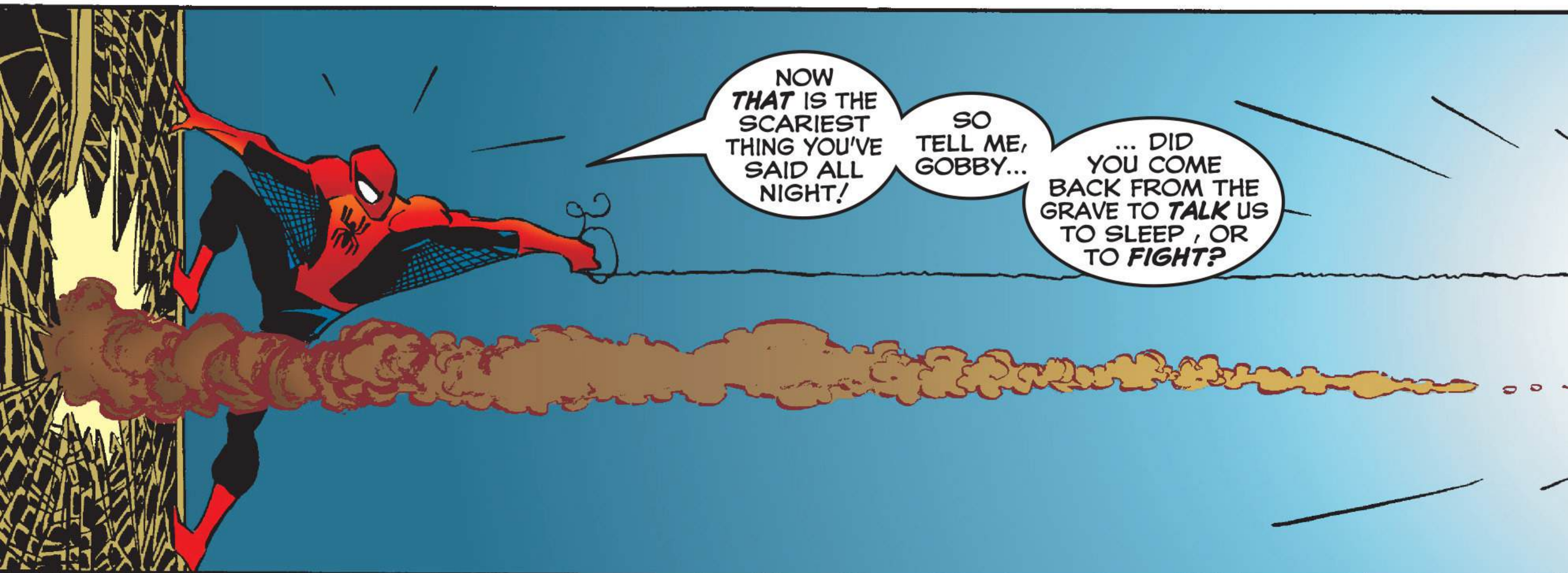
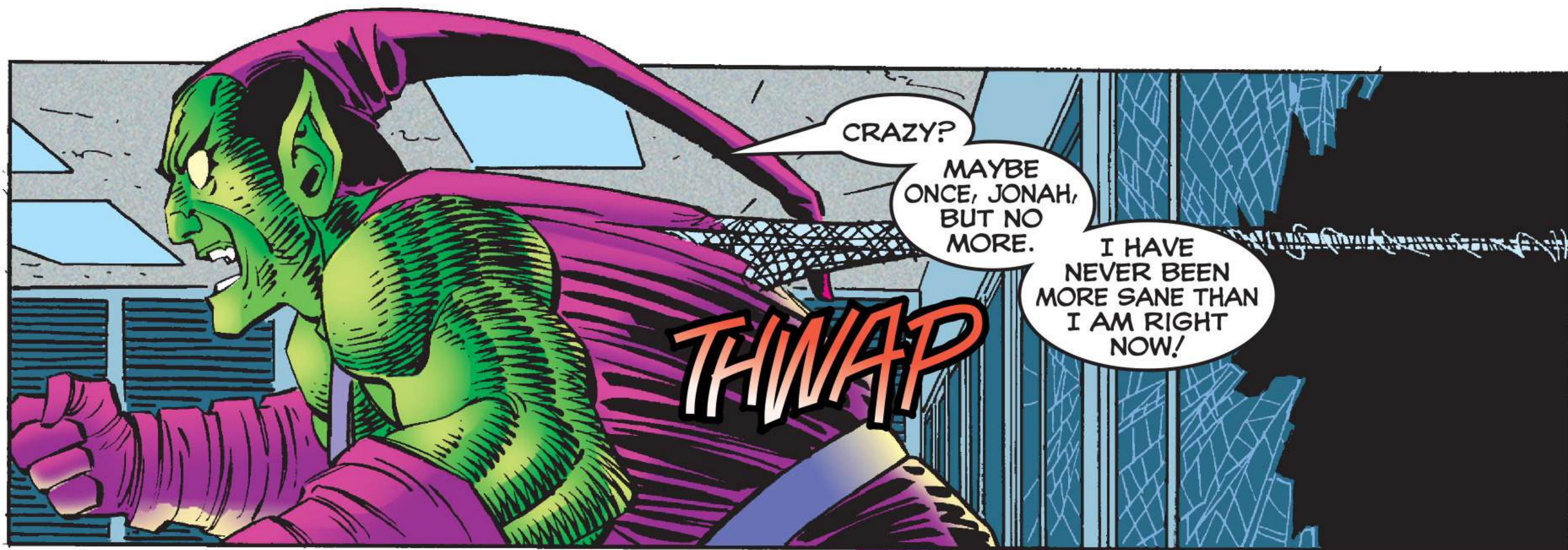
FROM
BEYOND THE
GRAVE, I HAVE
BEEN WATCHING AND
WAITING. BIDDING
MY TIME.



YOU'RE CRAZY,
NORMAN.
YOU
NEED
HELP.



DON'T
PROVOKE HIM,
JONAH!



THOSE GATHERED AS HOSTAGES AT THE DAILY BUGLE CAN ONLY LOOK ON IN STUNNED SILENCE AS THE BATTLE BETWEEN THE GREEN GOBLIN AND SPIDER-MAN RAGES HIGH ABOVE THE STREETS.

EACH, IN HIS OR HER OWN WAY, PRAYS THAT SPIDER-MAN CAN DEFEAT THE MONSTER WHO SEEMS TO HAVE RISEN FROM A LONG FORGOTTEN GRAVE.

AND EACH REPRESSES THE GNAWING FEAR OF WHAT THEIR FATE WILL BE SHOULD THE WEBSPINNER FAIL.

ON THE STREETS, FAR BELOW THE BATTLE, ALL EYES ARE CAST SKYWARD AS PASSING PEDESTRIANS ARE FROZEN IN SHOCK.

ALL EXCEPT FOR ONE BRAVE YOUNG LADY CALLED ABBY LEVINE... WHO FINDS COURAGE ON THIS HALLOWEEN OF HORROR.

PLEASE! EVERYONE CLEAR THE STREETS! IT ISN'T SAFE FOR YOU TO BE HERE! SOMEBODY CALL CMN!

AND AS NEWS OF THE BATTLE REACHES THE DAILY GRIND VIA A NEWS BROADCAST...

NO, DEVON! I SAID... NO!

AND THEN THERE IS BEN REILLY.

HE CANNOT BE CONTENT TO WATCH AS HIS LIFE, HIS FRIENDS, HIS FIGHT IS FOUGHT BY ANOTHER.

I'VE GOT TO HELP.

NO MATTER WHAT!

AS ARTHUR STACY, WITH HIS POLICE DEPARTMENT ASSOCIATES, HEADS TOWARD THE SCENE OF THE BATTLE...

COME ON, MA! IT'S SPIDER-MAN AND THE GREEN GOBLIN! I'VE GOT TO SEE IT!

THEN YOU CAN WATCH IT ON TV LIKE THE REST OF US.

NO WAY!

I'M OUTTA HERE!

DEVON!

... HE PRAYS THAT
HE CAN REACH THE
SCENE IN TIME TO
MAKE A DIFFERENCE...

... OR TO SEE THE MAN
HE HOLDS RESPONSIBLE
FOR THE DEATH OF HIS
BROTHER AND NIECE PAY
DEARLY AND FINALLY.

BLOOM BLOOM BLOOM

BUT, AS THE SMOKE OF DOZENS OF
DEAFENING EXPLOSIONS FILLS THE AIR...

... THE BATTLE IS
ENVELOPED IN A
MURKY HAZE
WHICH CONCEALS
ALL FROM THE
MANY EYES ON
THE STREETS
BELOW.

BLOOM

WHERE
ARE YOU,
GOBLIN!

IF YOU
WANT TO
FIGHT...

... THEN
LET'S *FIGHT*
AND PUT AN END
TO THIS INSANITY
ONCE AND
FOR ALL!

FEELING
FRUSTRATED
AND INEFFECTIVE,
SPIDER-MAN?

THAT'S
EXACTLY HOW
I WANT TO REMEMBER
YOU -- YOU *INSECT* --
AS I *SQUASH*
YOU!

FRAKOOM

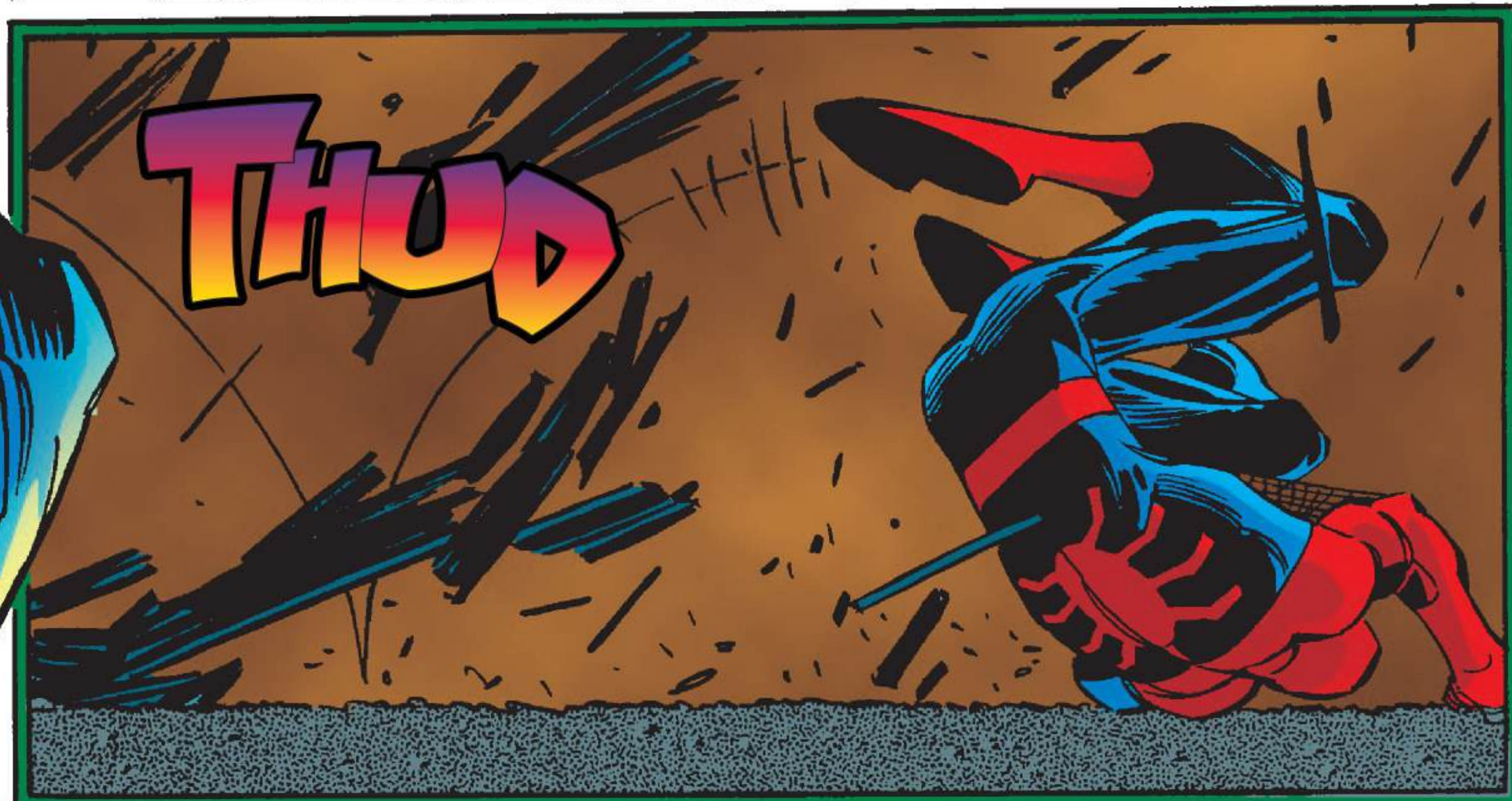


GOOD RIDDANCE!

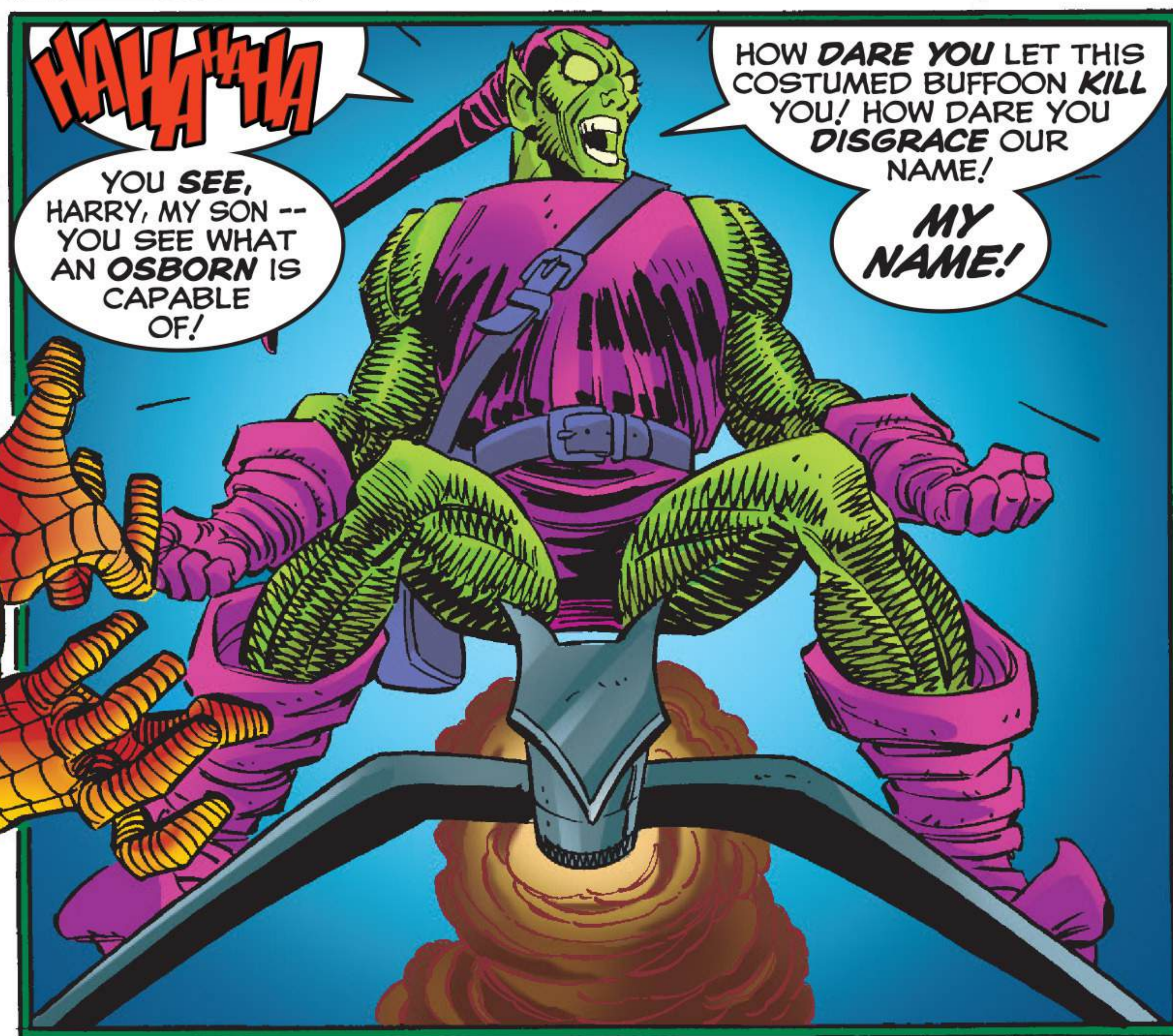


KRAK

WHOMP



THUD



HAHAHAHA

YOU SEE, HARRY, MY SON -- YOU SEE WHAT AN OSBORN IS CAPABLE OF!

HOW DARE YOU LET THIS COSTUMED BUFFOON KILL YOU! HOW DARE YOU DISGRACE OUR NAME!

MY NAME!



WHAT?!

NO.



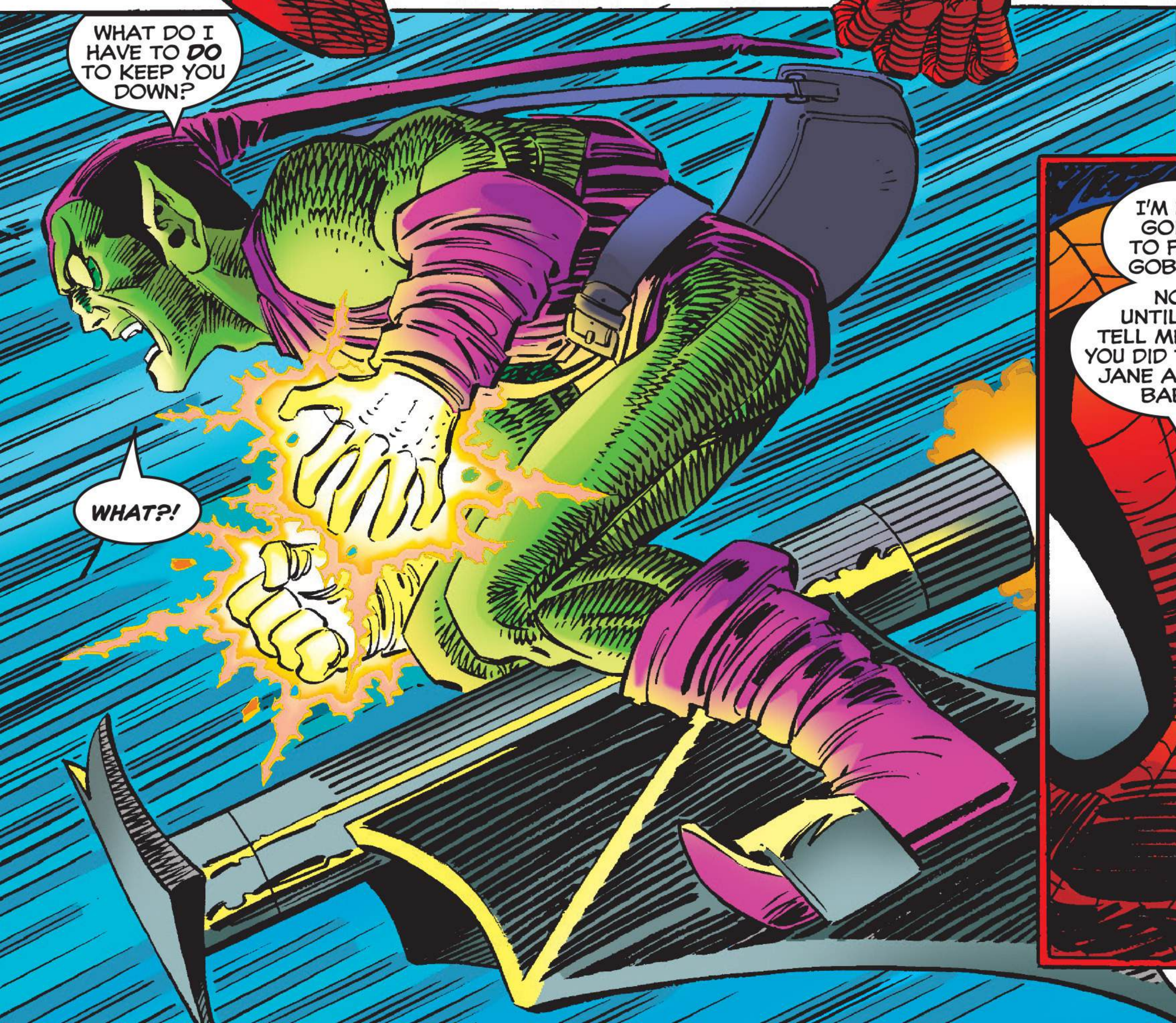
IF YOU WANT ME DEAD, YOU GRINNING GREEN CLOWN...

YOU'RE GOING TO HAVE TO DO MUCH BETTER THAN **THAT! MUCH BETTER,**



LET'S FINISH THIS...

... **NOW!**



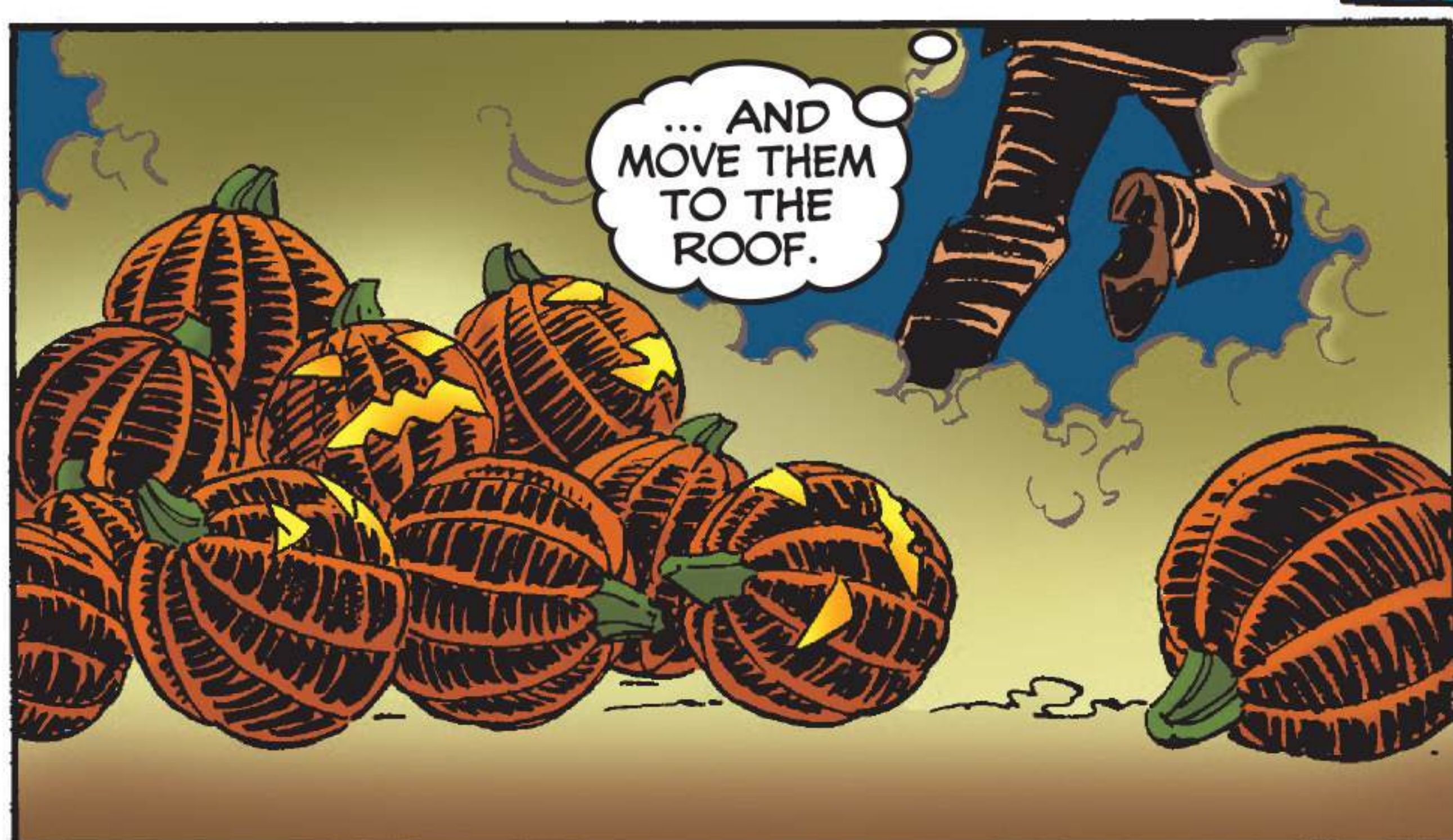
WHAT DO I HAVE TO **DO** TO KEEP YOU DOWN?

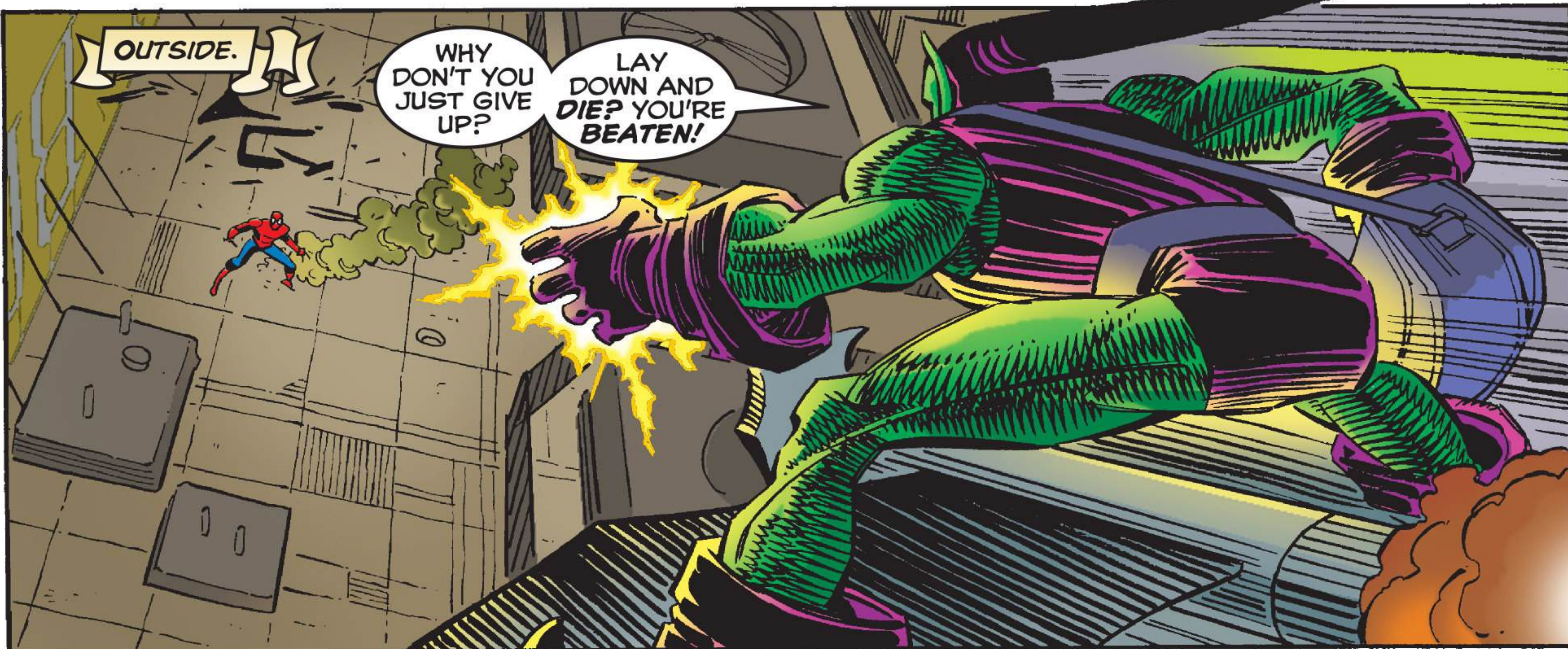
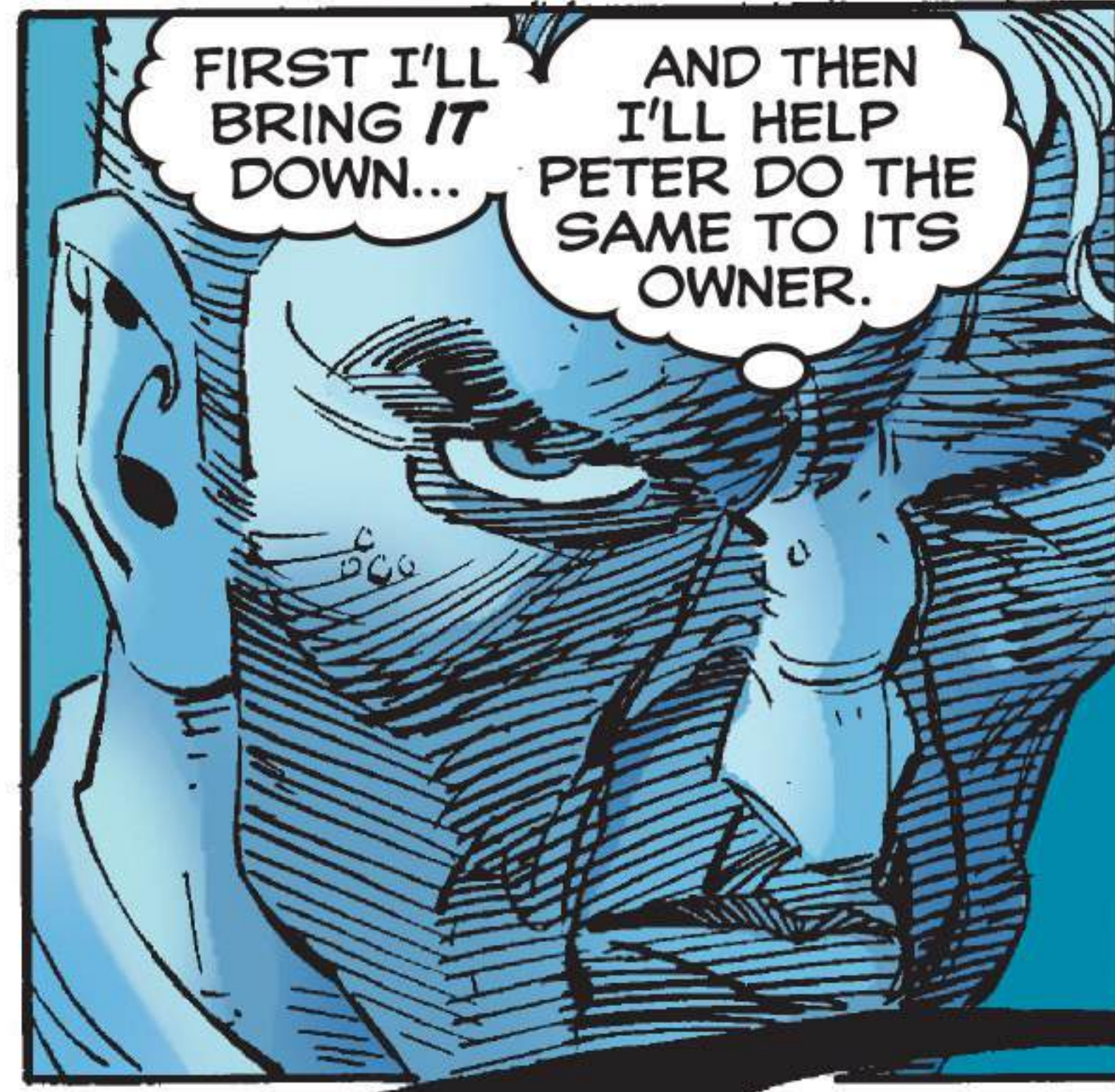
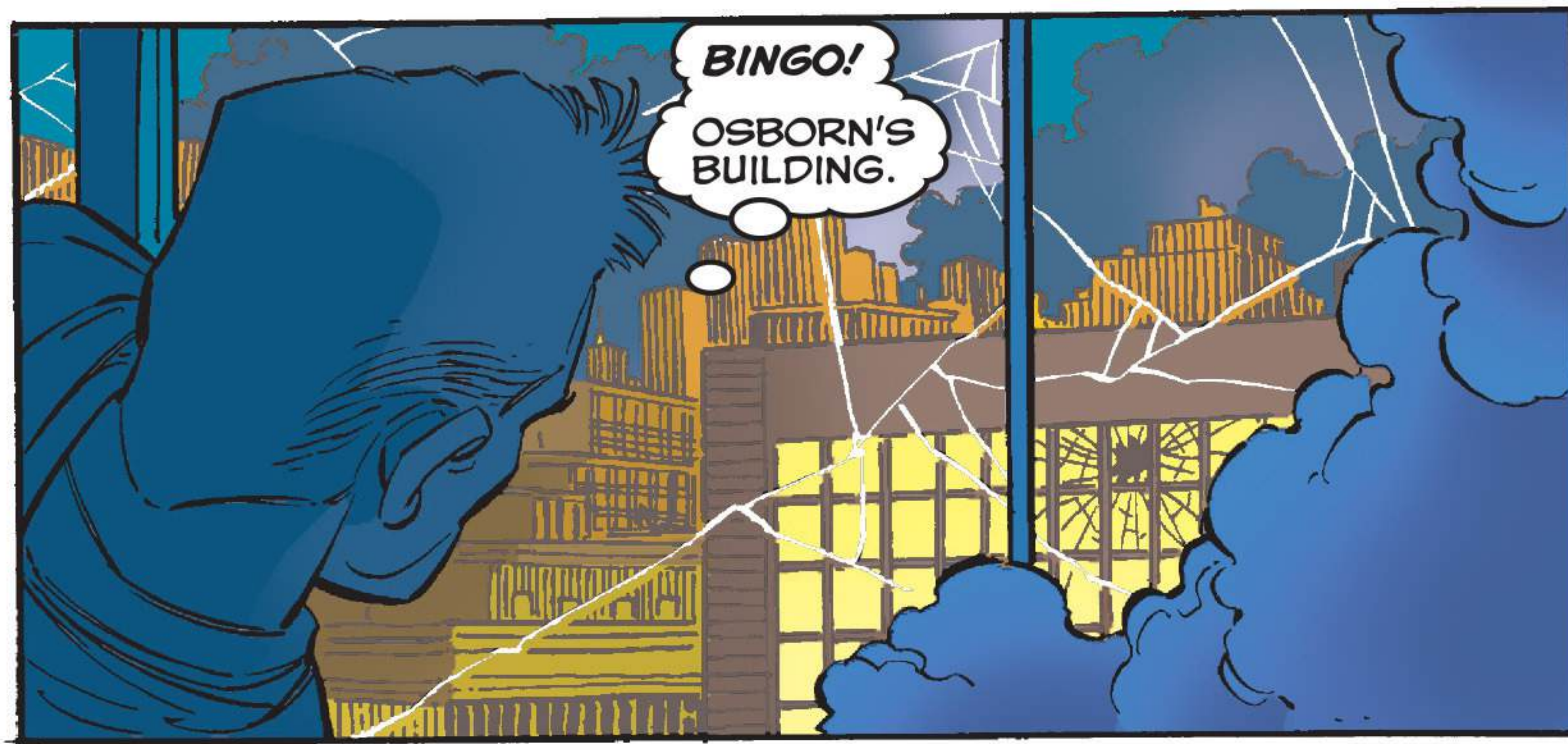
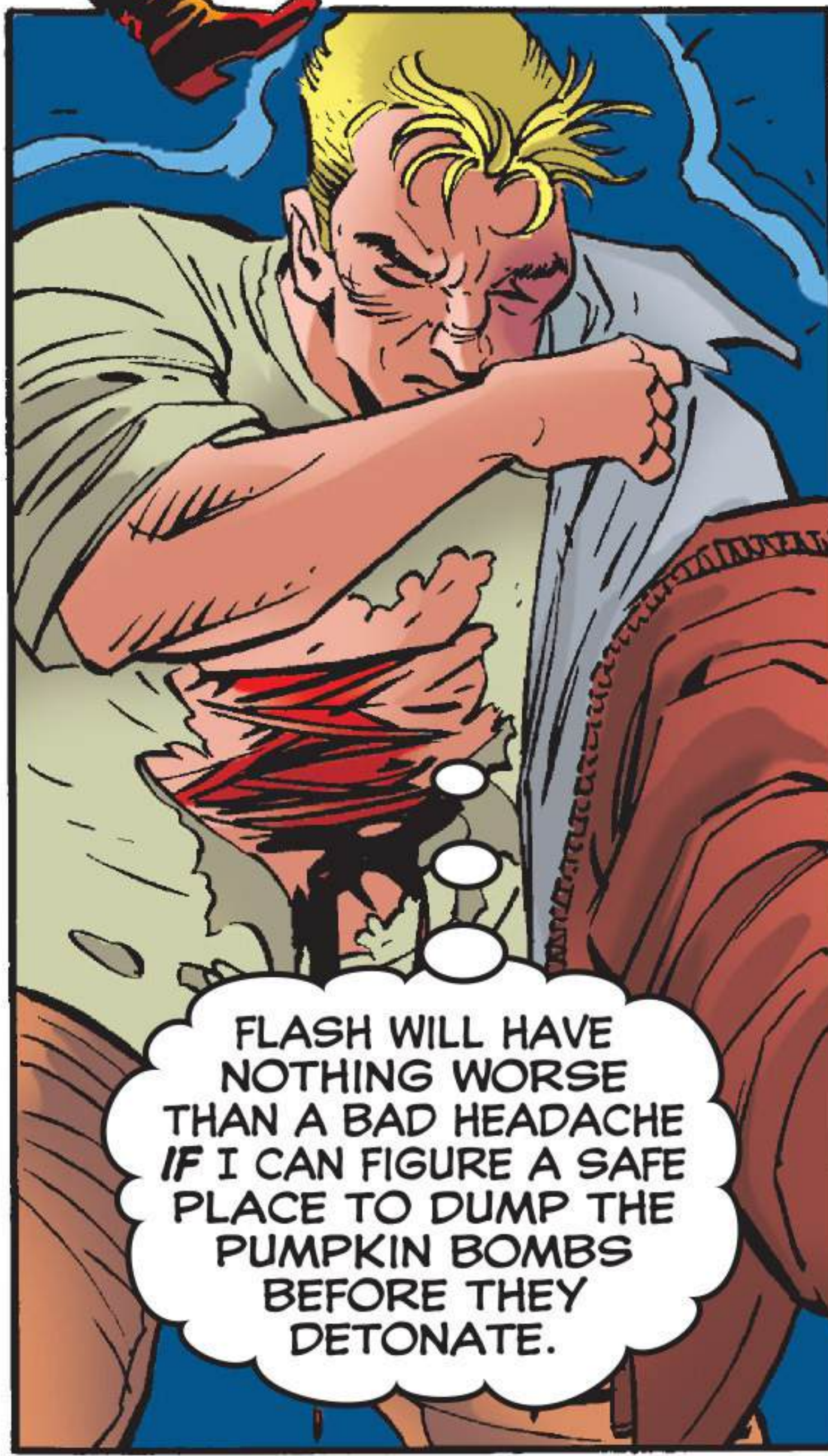
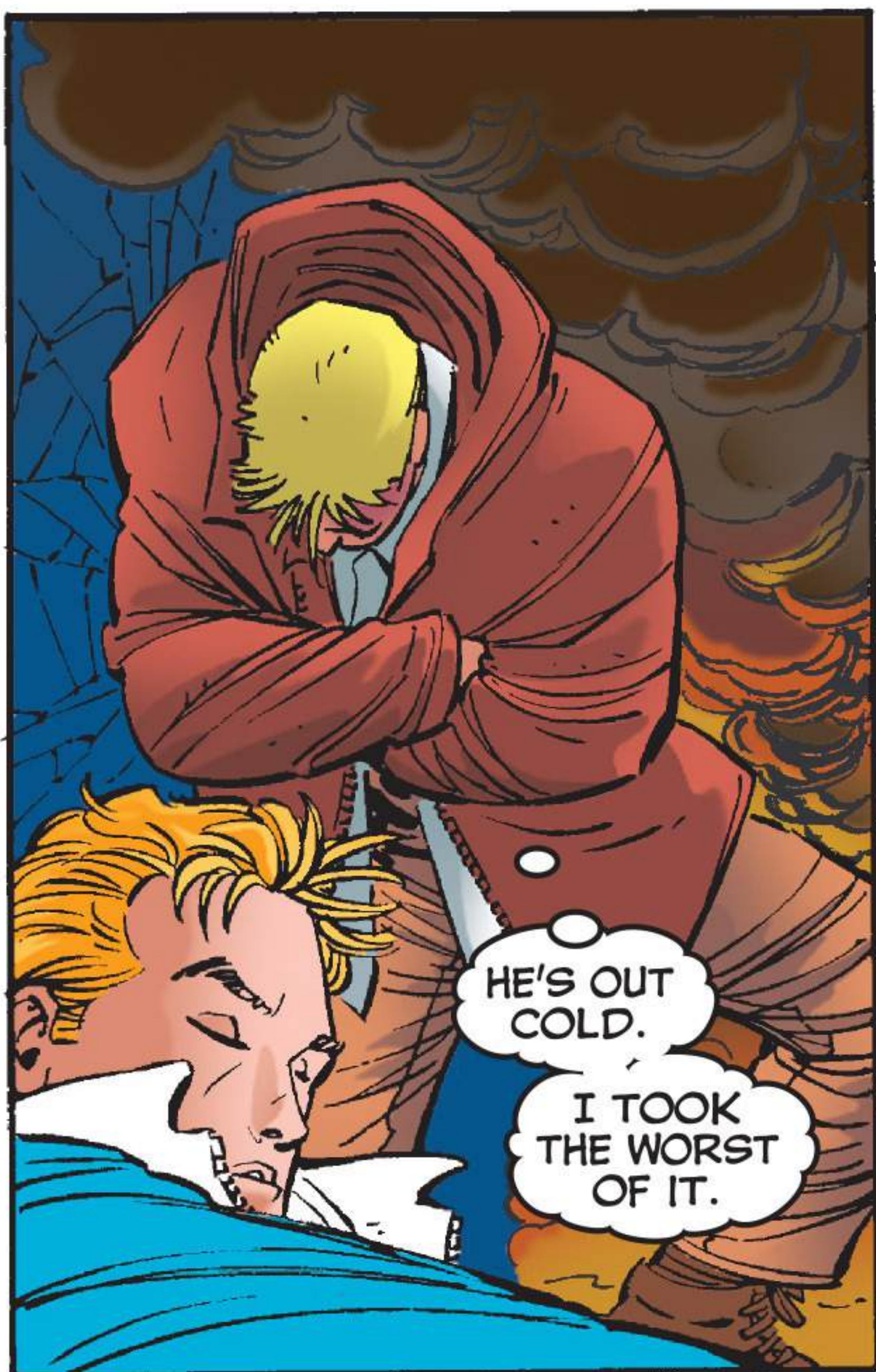
WHAT?!



I'M NOT GOING TO FALL, GOBLIN .

NOT UNTIL YOU TELL ME WHAT YOU DID TO MARY JANE AND THE BABY!







HOW MUCH **PAIN** DO I HAVE TO INFLICT ON YOU?

HOW MUCH DO I HAVE TO **TEAR AWAY** FROM YOU?



UNDER THAT COSTUME YOU'RE **JUST FLESH AND BLOOD!**



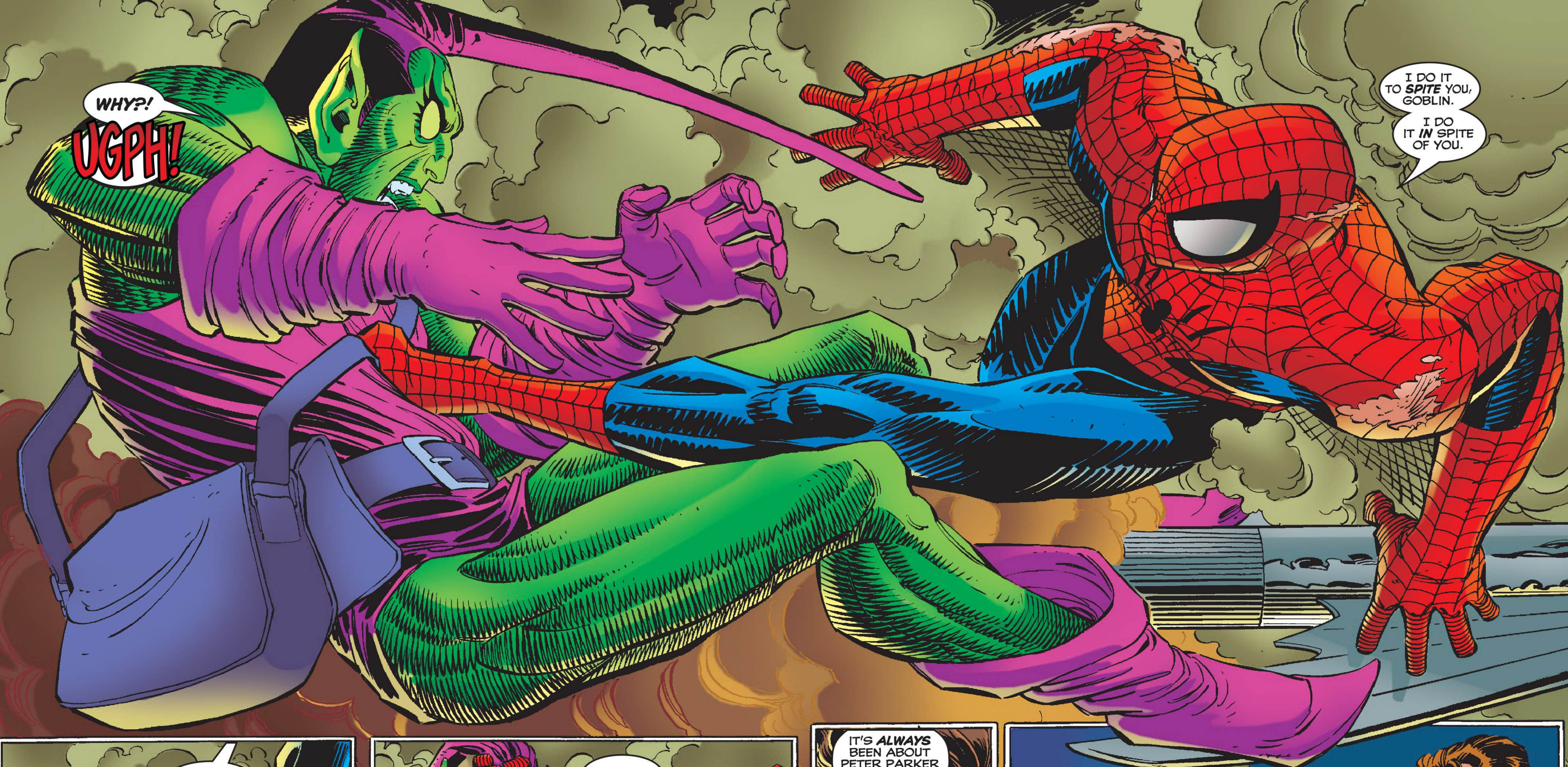
AND YET TIME AND TIME AGAIN YOU **ENDURE** THE AGONY AND KEEP COMING FORWARD!



YOU LIVE!



WHY?
WHY?



WHY?!
UGPH!

I DO IT
TO **SPITE** YOU,
GOBLIN.

I DO
IT **IN** SPITE
OF YOU.



NOW...
HALLOWEEN'S
OVER.

NO MORE
TRICKS.

NO MORE
BOMBS.

NO MORE
WEBBING.



NO MORE
MASKS.

YOU
WERE RIGHT
EARLIER...

THIS
HAS **NEVER**
BEEN ABOUT
SPIDER-MAN AND
THE GREEN
GOBLIN.



IT'S **ALWAYS**
BEEN ABOUT
PETER PARKER
AND NORMAN
OSBORN.

TONIGHT
WE'LL SETTLE
THIS FACE-
TO-FACE...

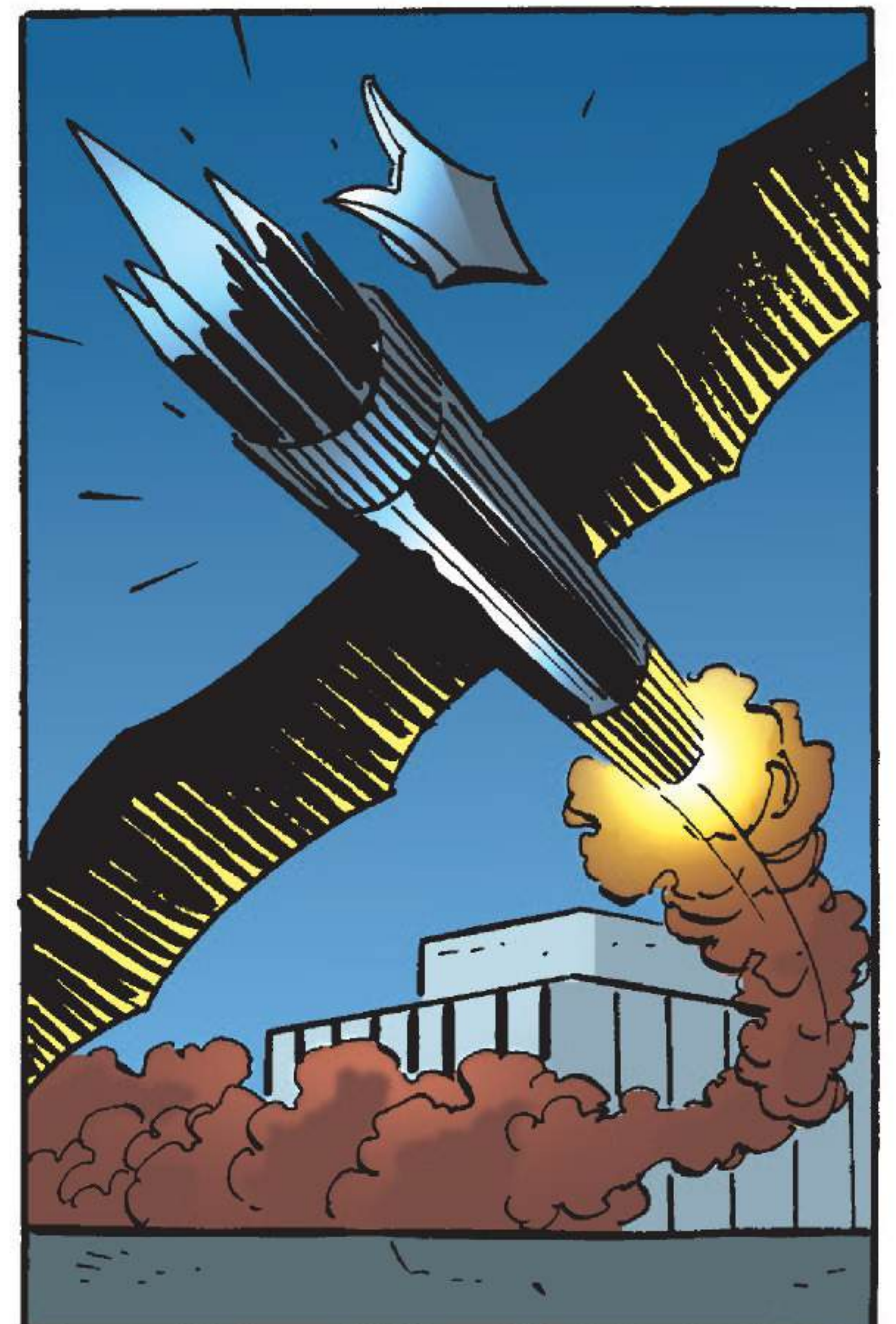
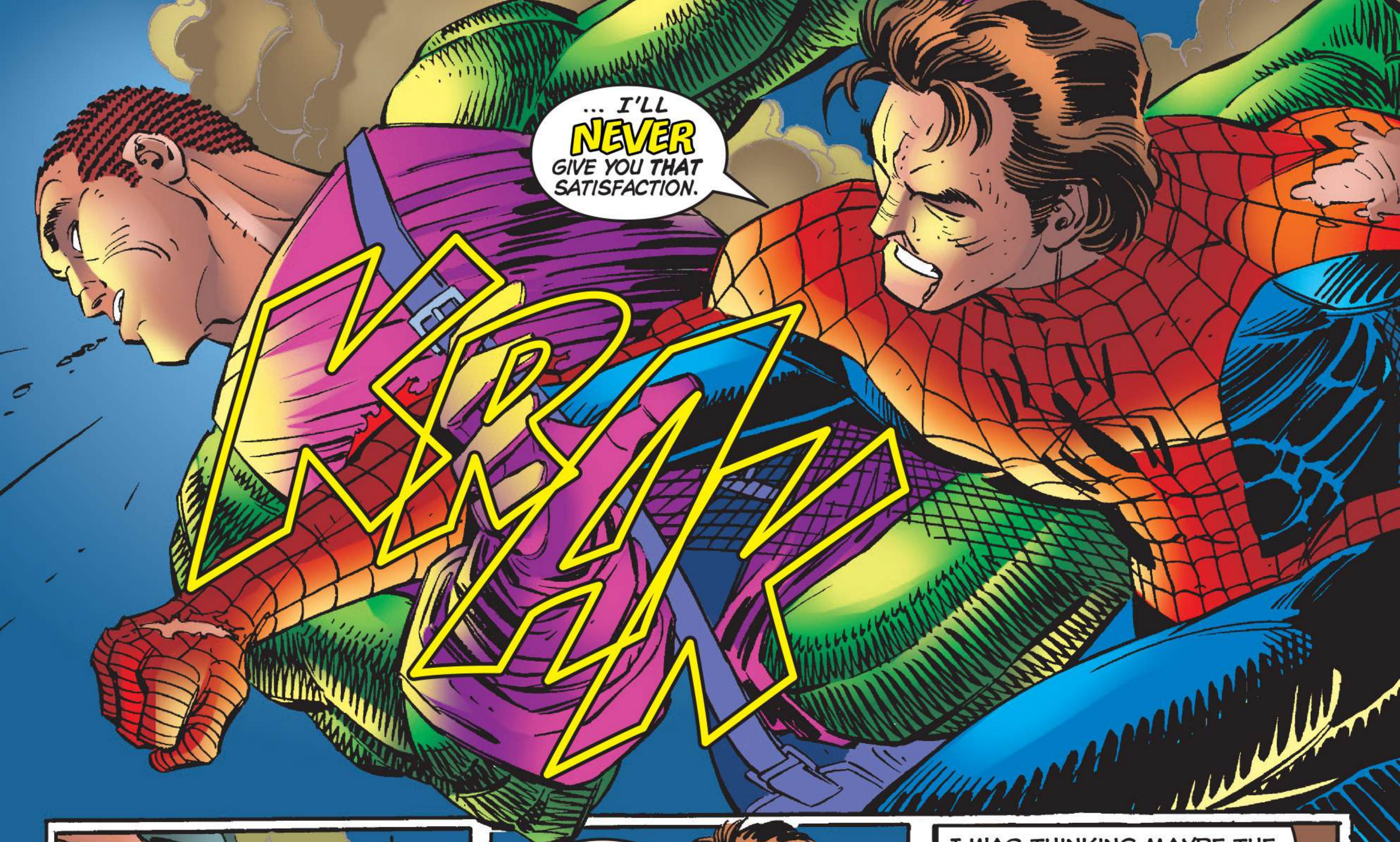
... AS
MEN!



I HAD YOU
UNCONSCIOUS --
AT MY MERCY!
HOW COULD THIS
HAVE HAPPENED?
WHY WON'T YOU
JUST **DIE?!**

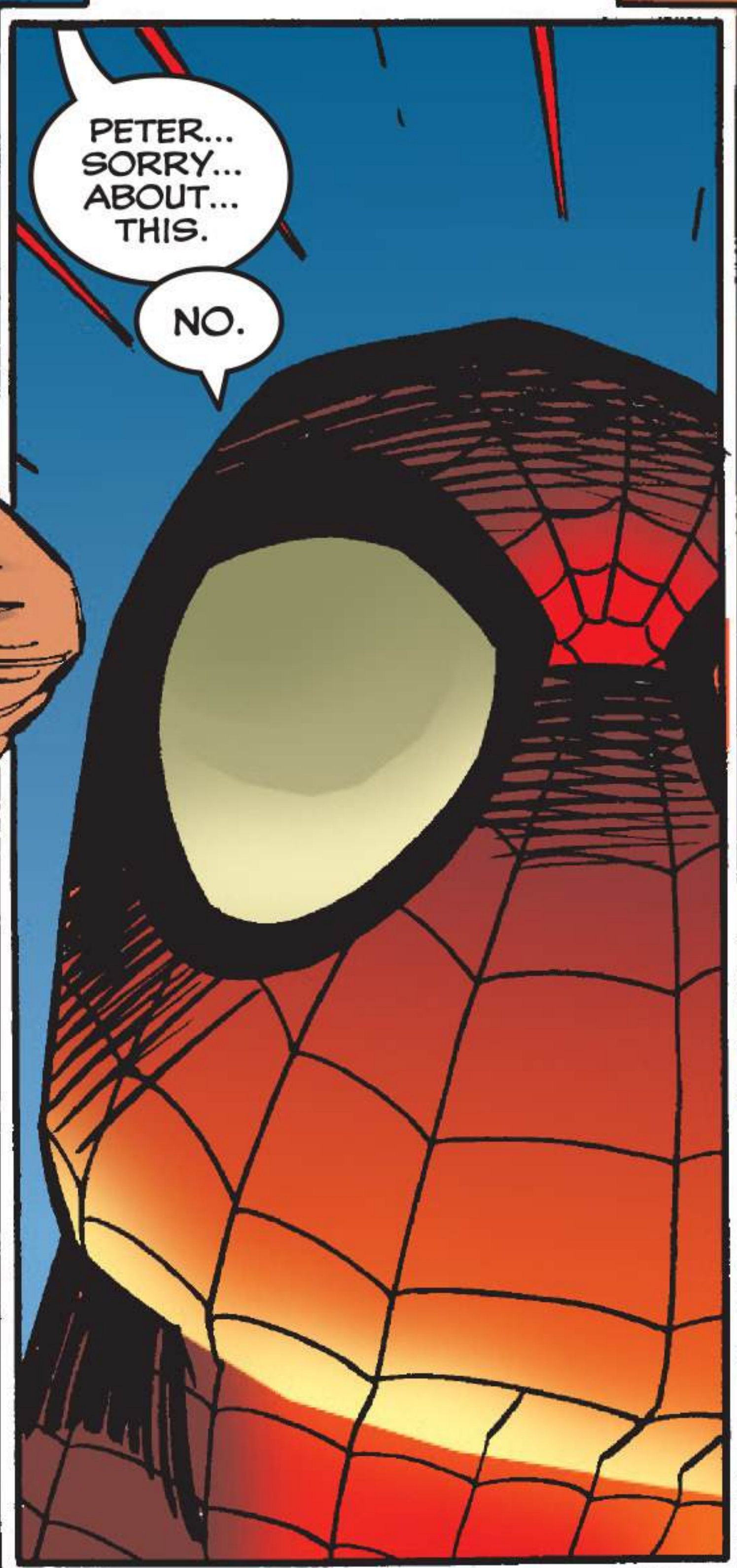
BECAUSE...

... THEN
YOU WOULD
WIN. AND...





ARGH!





FWOMP



SEEMS LIKE THERE WILL
BE A **HAPPY ENDING**
TO THIS STORY
AFTER ALL.

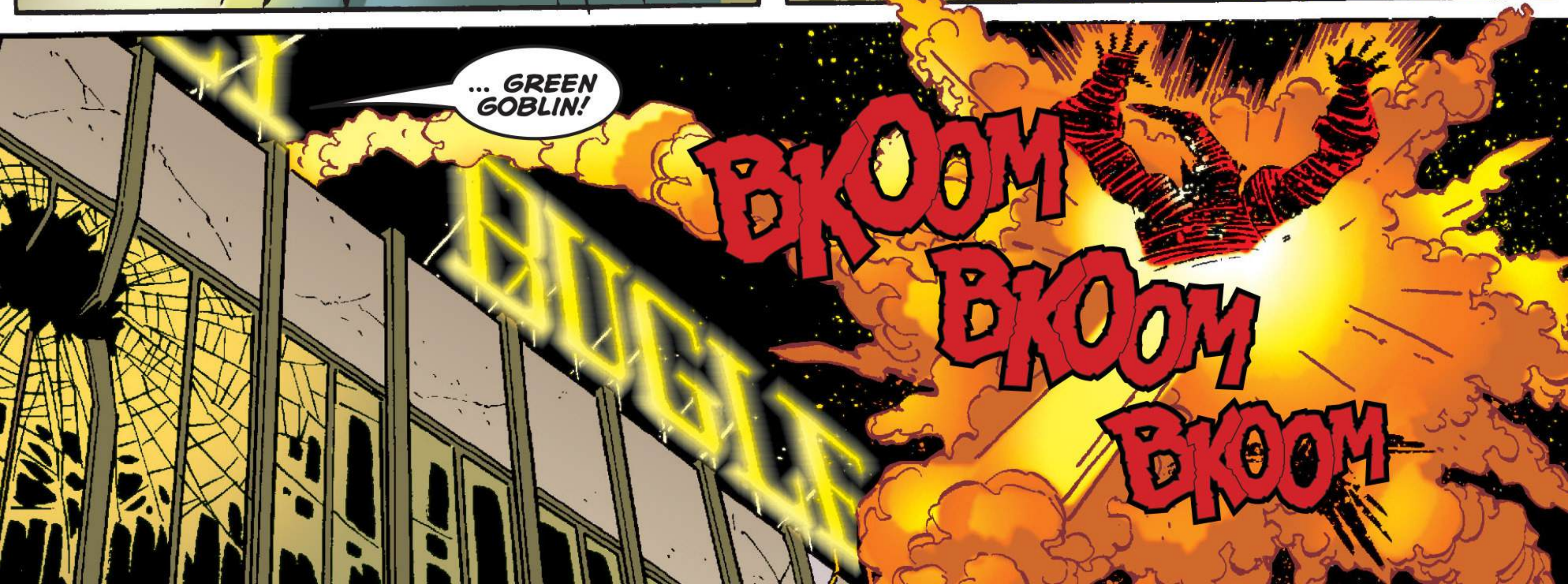
THE
CLONE DIES,
BUT...

... HE WILL
NOT DIE
ALONE!

GOODBYE,
PETER!

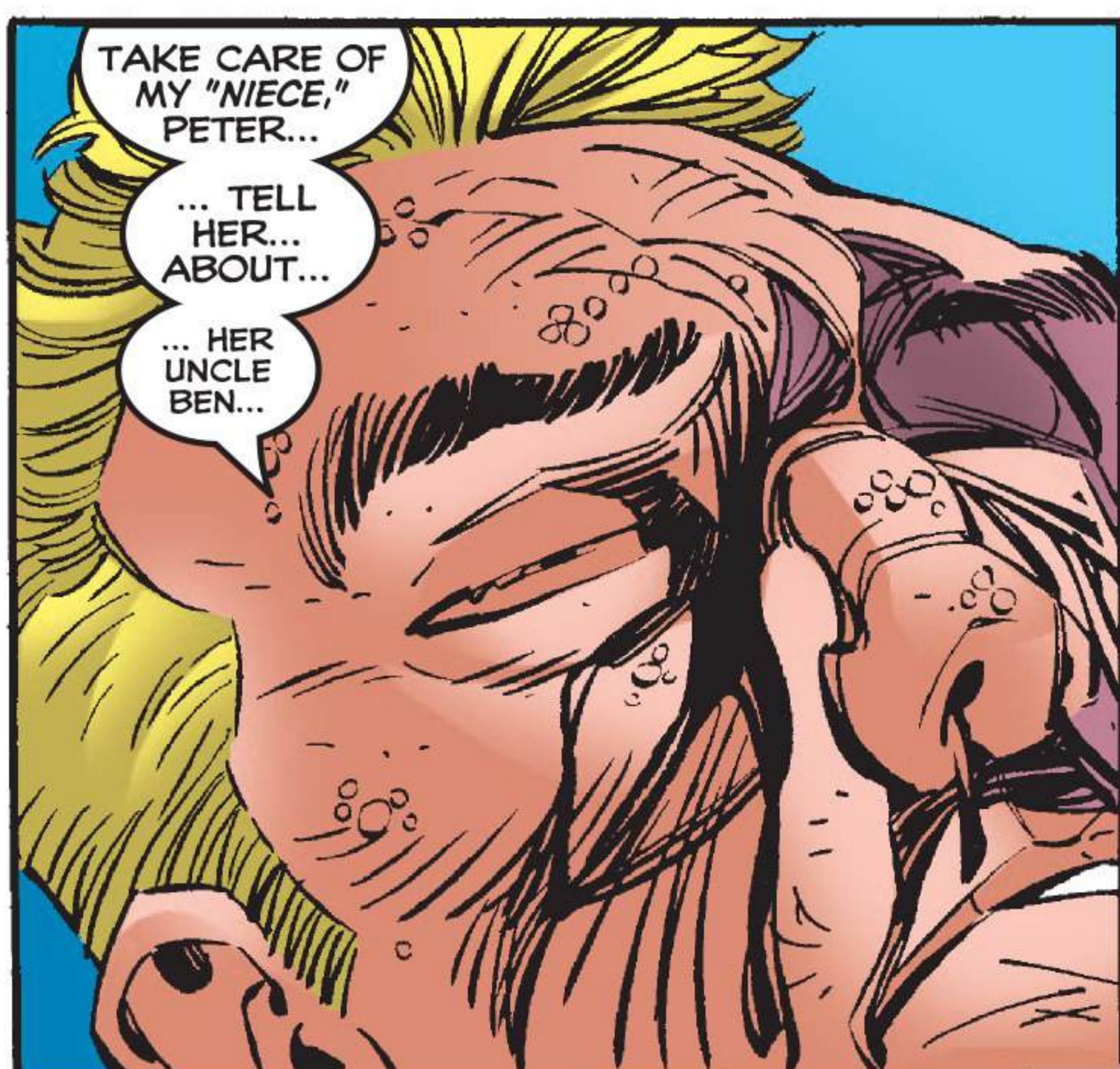
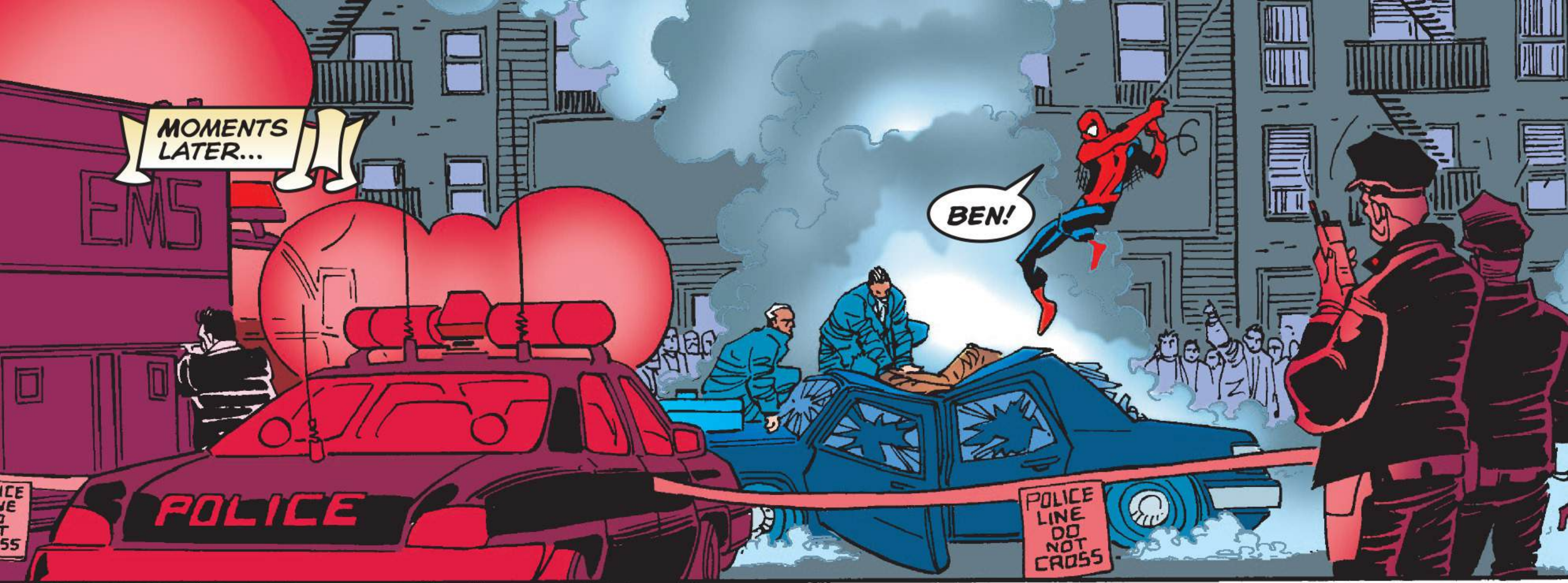


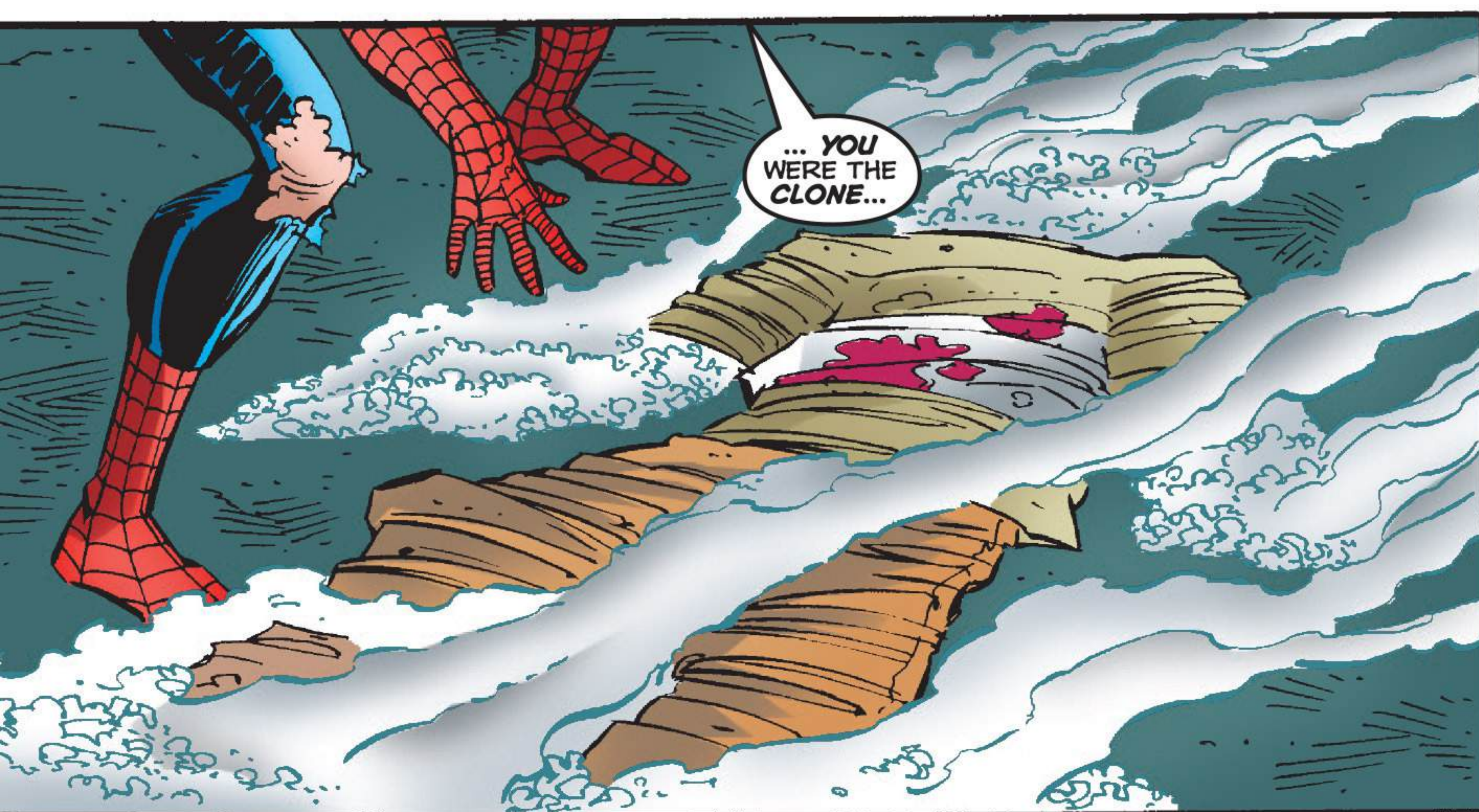
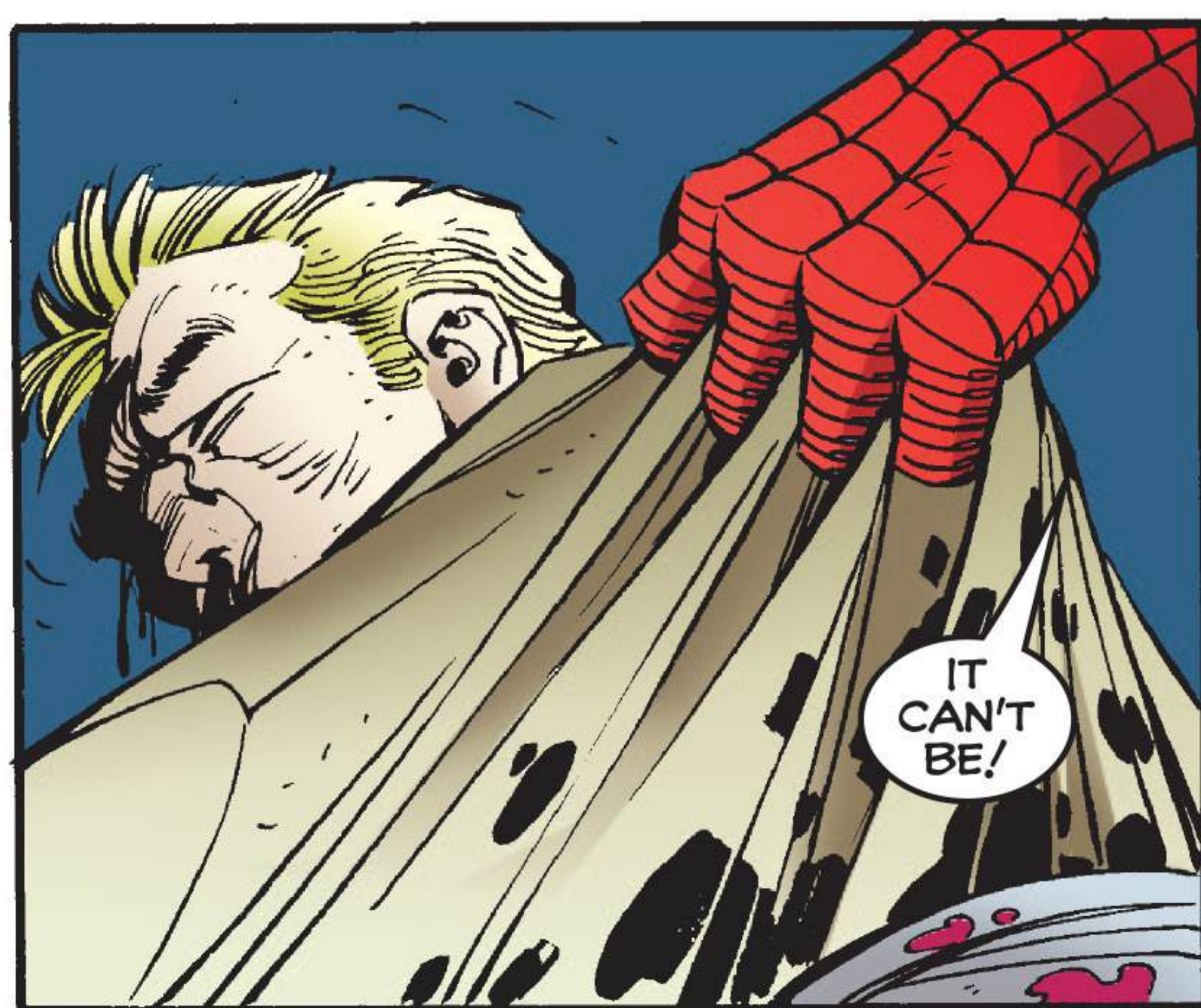
GOODBYE...

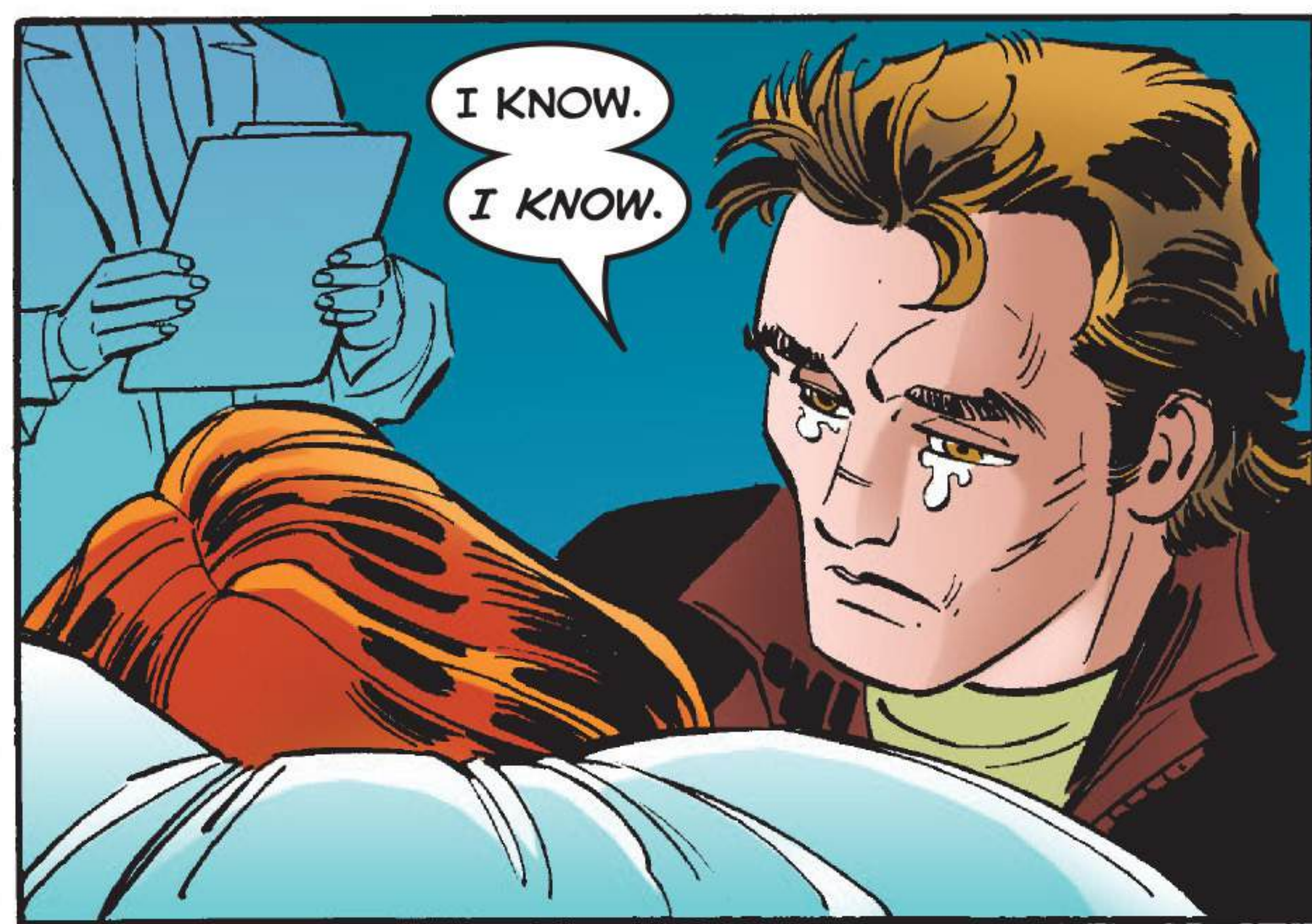


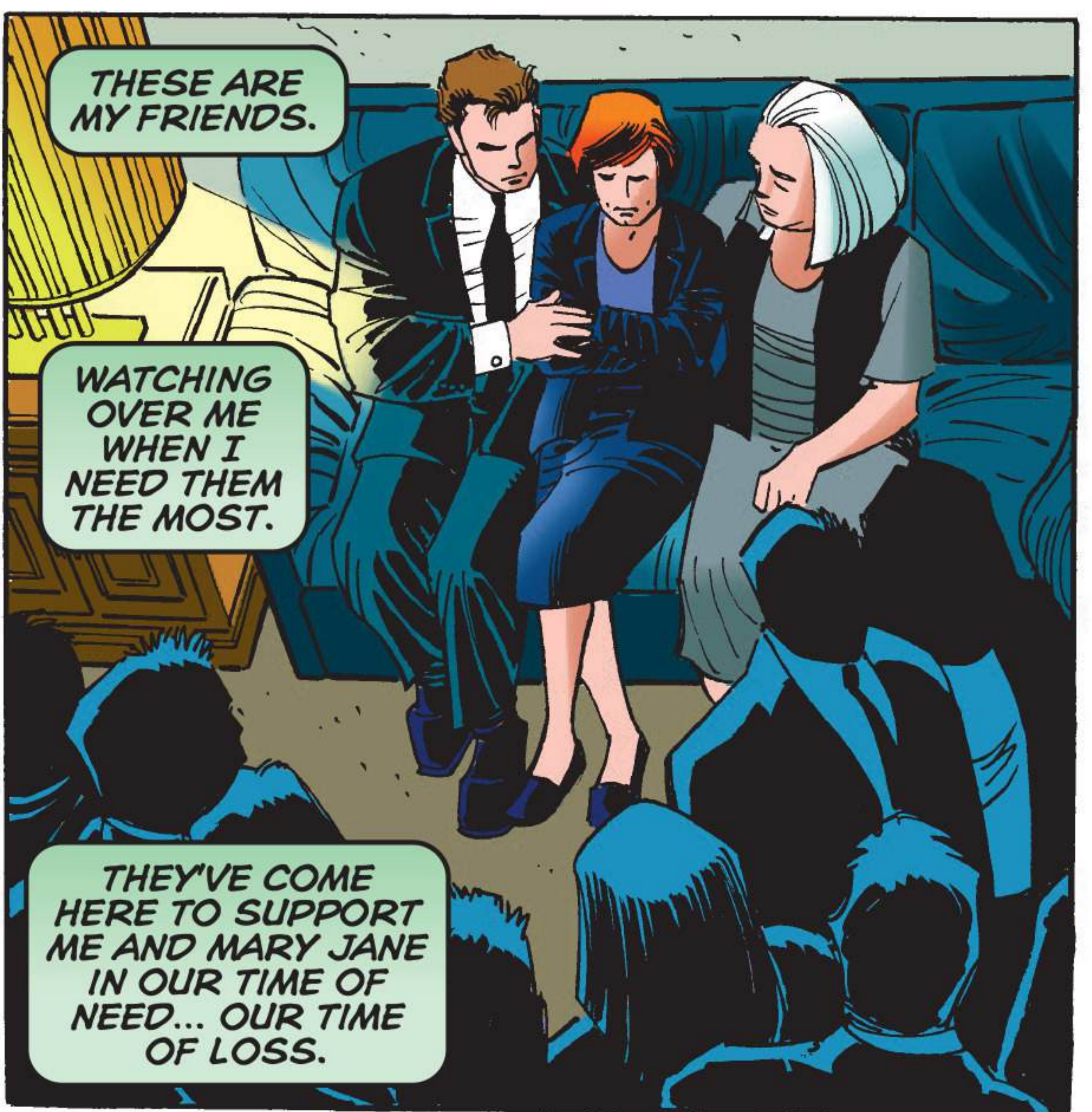
... **GREEN
GOBLIN!**

BKROOM
BKROOM
BKROOM









THESE ARE MY FRIENDS.

WATCHING OVER ME WHEN I NEED THEM THE MOST.

THEY'VE COME HERE TO SUPPORT ME AND MARY JANE IN OUR TIME OF NEED... OUR TIME OF LOSS.



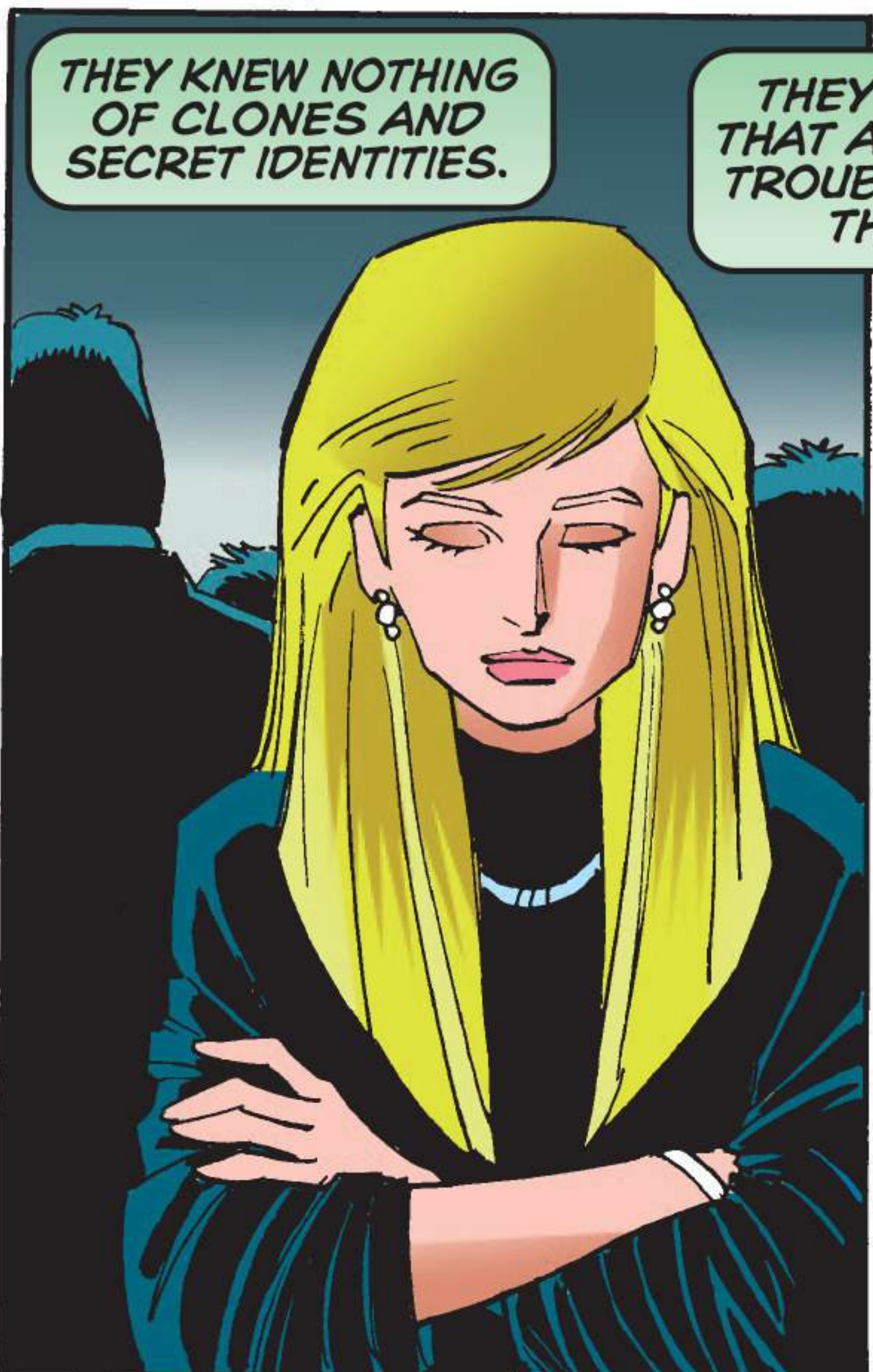
AT FIRST, MJ AND I DIDN'T WANT ANYTHING LIKE THIS.

WE WANTED TO PRETEND NONE OF IT EVER HAPPENED.

TO BE BY OURSELVES WITH OUR GRIEF AND OUR MISERY AND PRETEND WE HAD NEVER HEARD OF CLONES OR GOBLINS OR... OR...

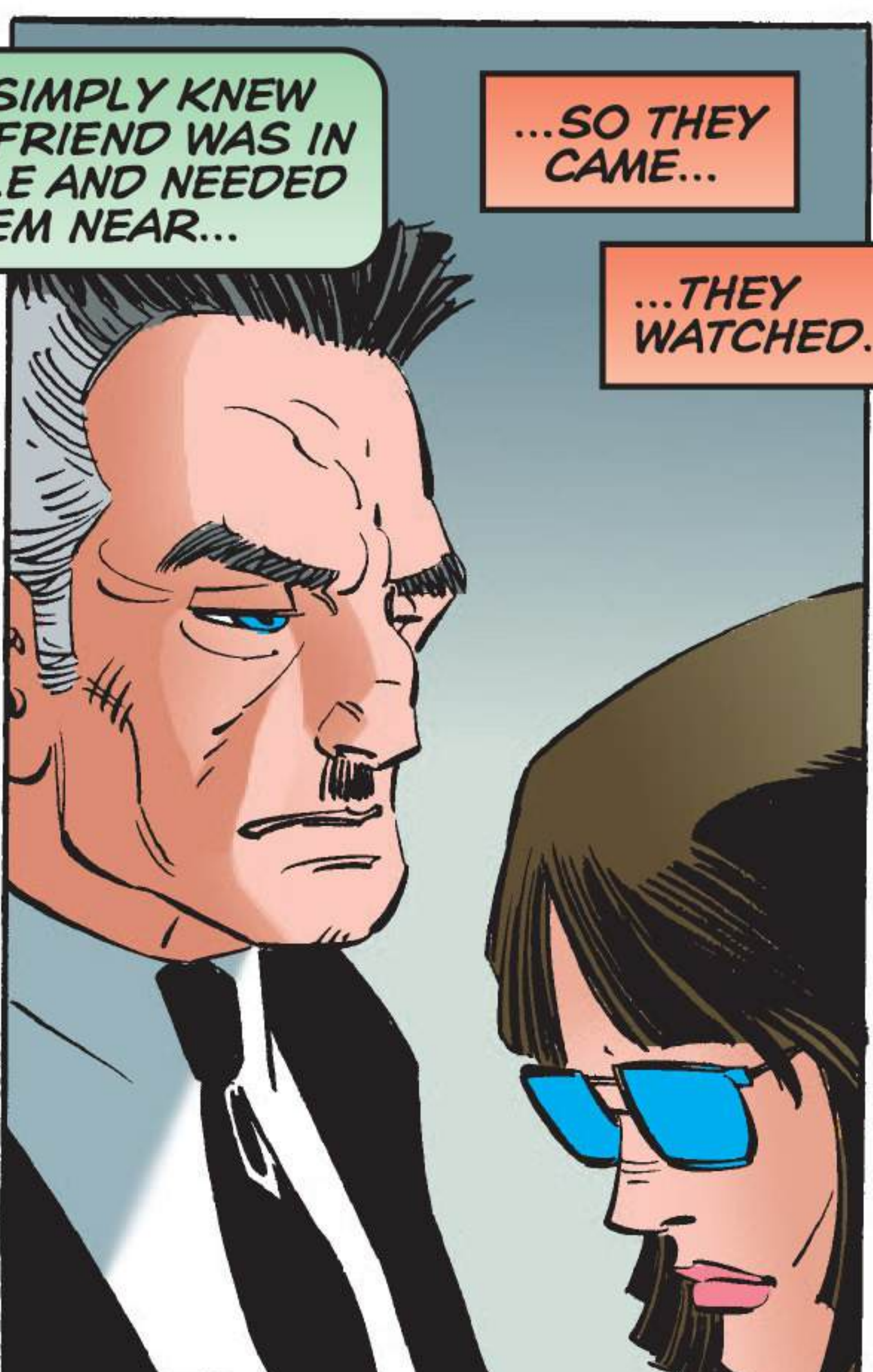


BUT IT WAS OUR FRIENDS WHO CAME TO US AND INSISTED WE HAVE A CEREMONY TO MARK THE PASSING OF ALL WE HAVE LOST.



THEY KNEW NOTHING OF CLONES AND SECRET IDENTITIES.

THEY SIMPLY KNEW THAT A FRIEND WAS IN TROUBLE AND NEEDED THEM NEAR...



...SO THEY CAME...

...THEY WATCHED...



...THEY WAITED UNTIL WE COULD TALK ABOUT IT ALL.



WE NEEDED THIS MORE THAN WE COULD EVER HAVE KNOWN.

WE COULDN'T JUST MOVE ON AS IF NONE OF IT EVER HAPPENED.

IT ALL HAPPENED.



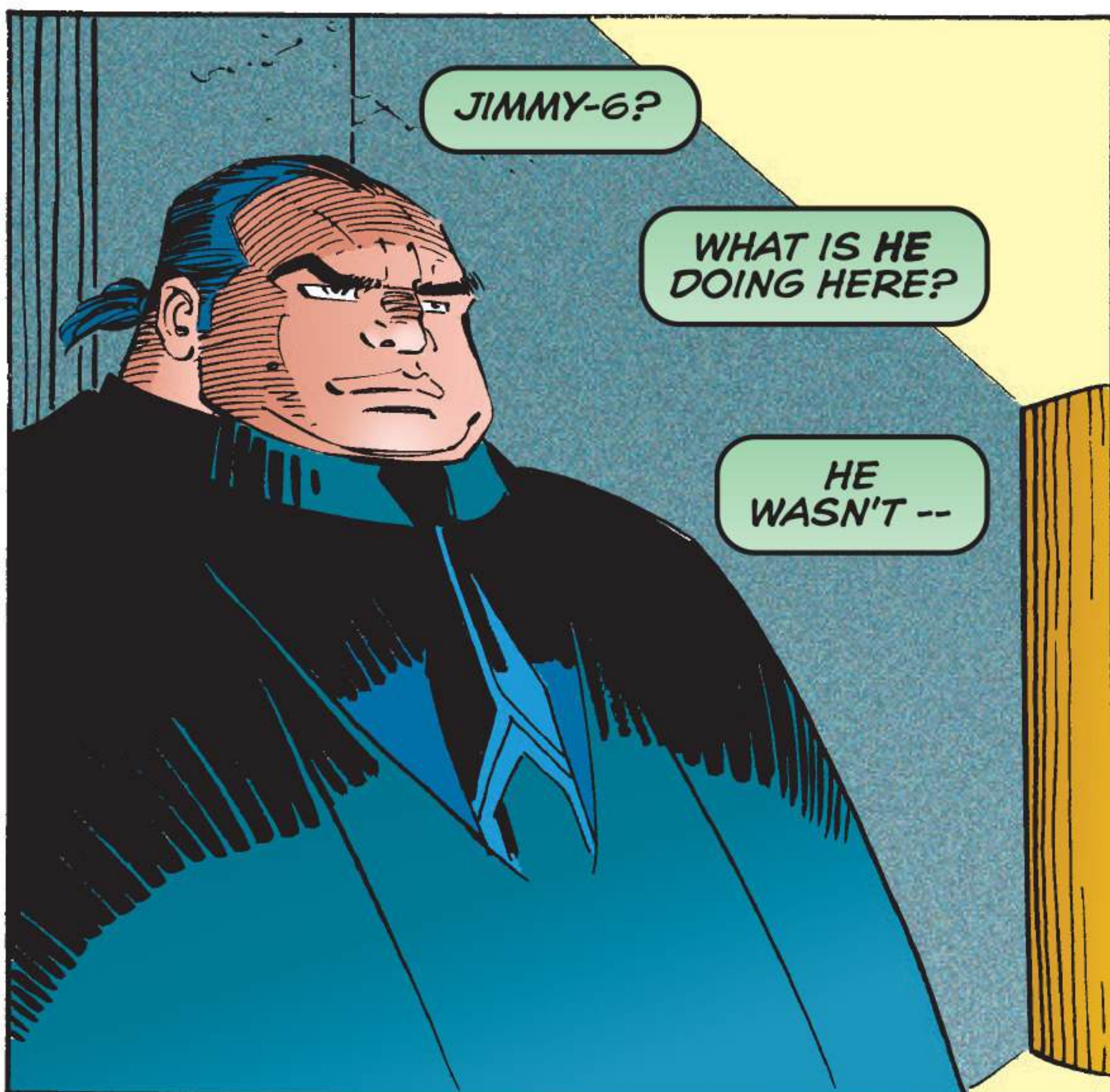
THERE WAS NO STEPPING OUT OF THE SHOWER AND FINDING IT WAS ALL A BAD DREAM.



IT WAS REAL.

THE LOSSES WERE REAL.

THE FRIENDS ARE REAL.



JIMMY-6?

WHAT IS HE DOING HERE?

HE WASN'T --



EXCUSE ME, MISTER AND MISSUS PARKER, MY NAME IS JIM -- GIACOMO FORTUNATO.

I WAS A FRIEND OF BEN'S.



I WANT TO GIVE YOU MY DEEPEST CONDOLENCES FOR YOUR LOSSES AND OFFER ANY ASSISTANCE I CAN IN YOUR TIME OF NEED.

THANK YOU, Mr. FORTUNATO.

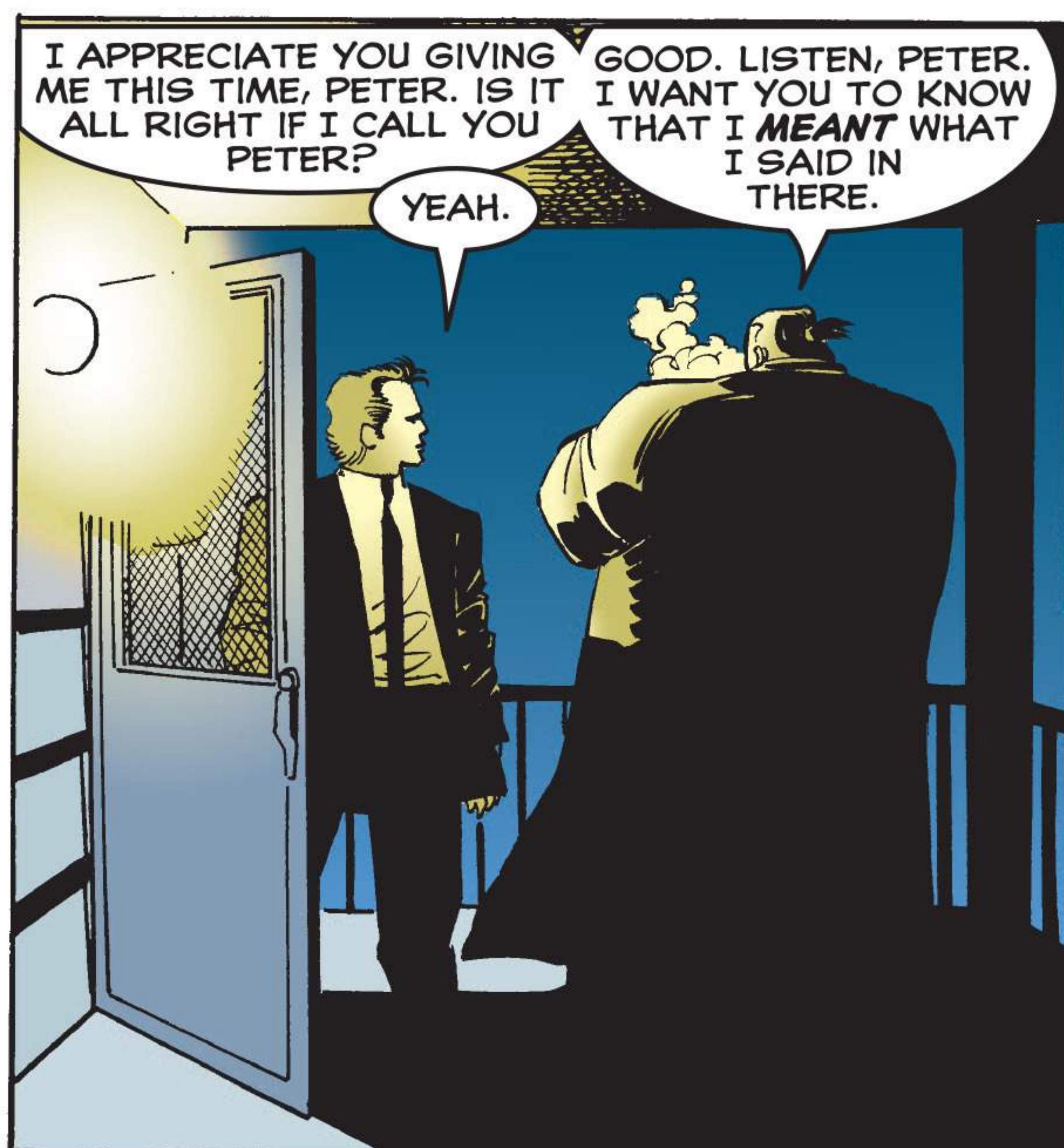


MISTER PARKER, I WAS WONDERING IF I COULD HAVE A WORD WITH YOU FOR A MINUTE?

SURE.



I'LL BE RIGHT BACK, MJ. WHY DON'T YOU AND AUNT ANNA GET SOMETHING TO EAT?



I APPRECIATE YOU GIVING ME THIS TIME, PETER. IS IT ALL RIGHT IF I CALL YOU PETER?

YEAH.

GOOD. LISTEN, PETER. I WANT YOU TO KNOW THAT I **MEANT** WHAT I SAID IN THERE.



I LIKED BEN. I DIDN'T KNOW HIM FOR A **LONG** TIME, BUT HE WAS A STAND-UP KINDA GUY WITH ME.

YOUR COUSIN TREATED ME DIFFERENTLY THAN ANYONE ELSE EVER DID.

HE WASN'T AFRAID OF ME, DIDN'T TALK DOWN TO ME AND **NEVER** TRIED TO USE ME.

HE WAS MY FRIEND.

I'M GOING TO MISS HIM.

WHOEVER WAS RESPONSIBLE FOR BEN'S DEATH IS GONNA PAY AND PAY BIG TIME.

I KNOW THIS GOBLIN IS SUPPOSED TO BE DEAD, BUT I'VE HEARD THAT BEFORE.

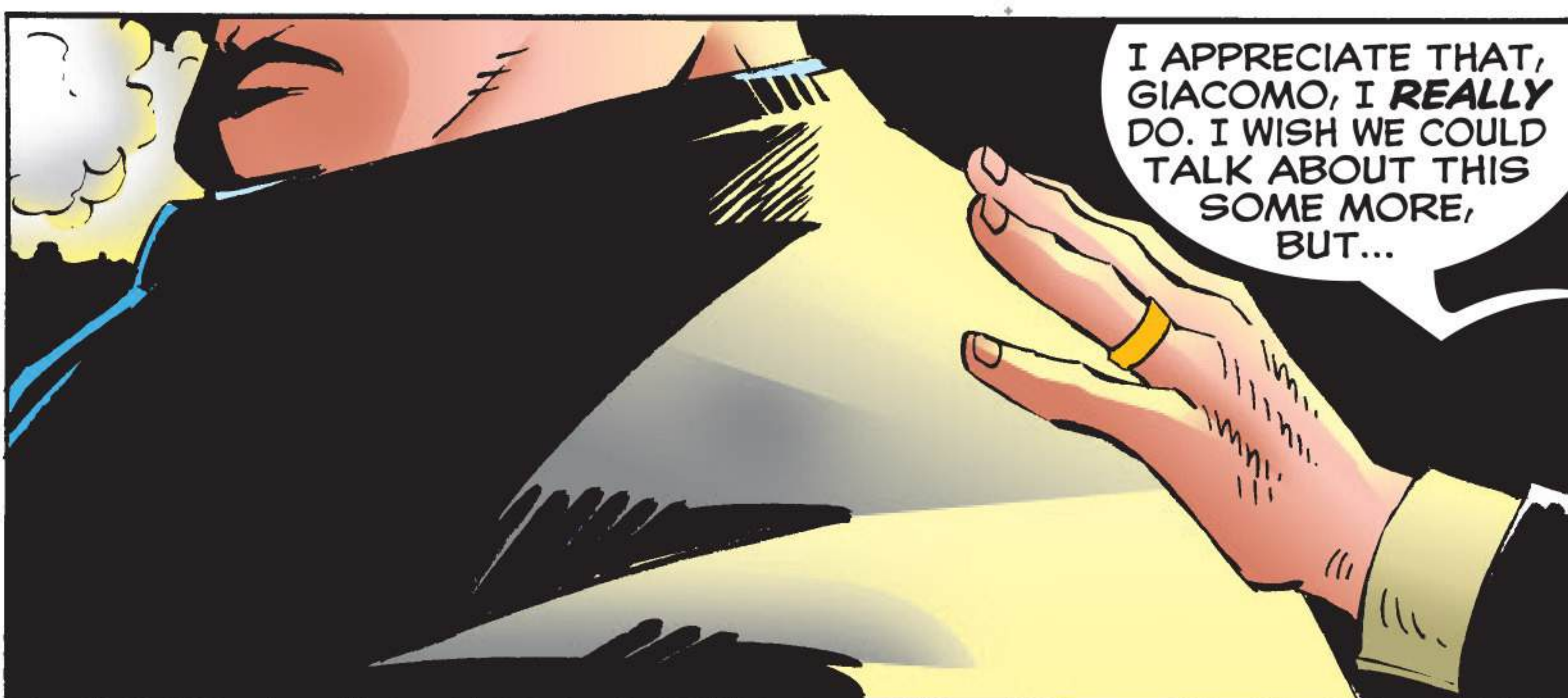


IF HE SHOWS HIS GREEN MUG AROUND THIS CITY AGAIN... HE'S GONNA BE WHACKED.

I'M GONNA LOOK INTO IT, AND IF SPIDER-MAN HAD ANYTHING TO DO WITH IT... HE'S A DEAD MAN.

IF YOU OR YOUR FAMILY NEEDS **ANYTHING**... YOU **CALL** ME.

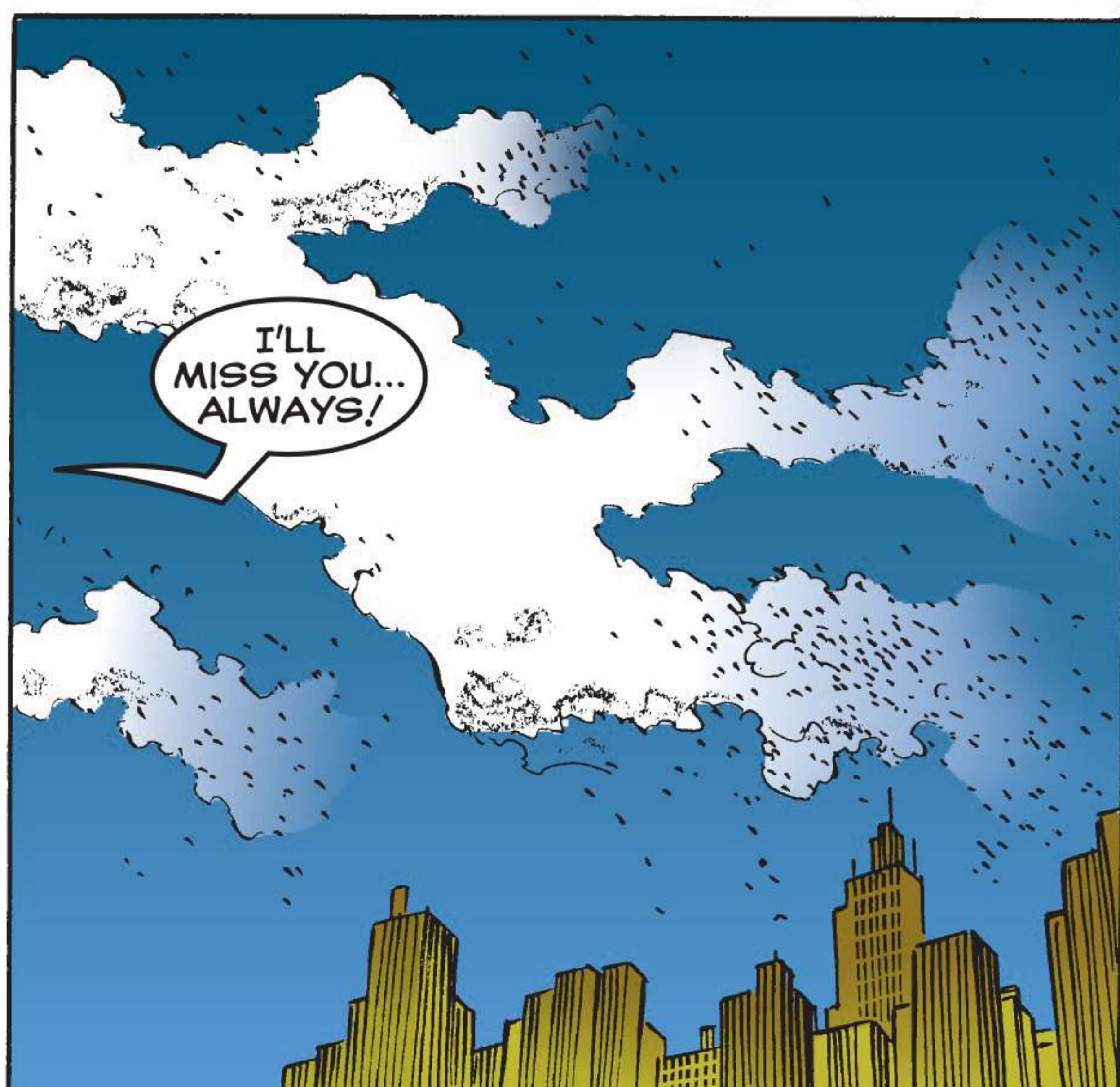
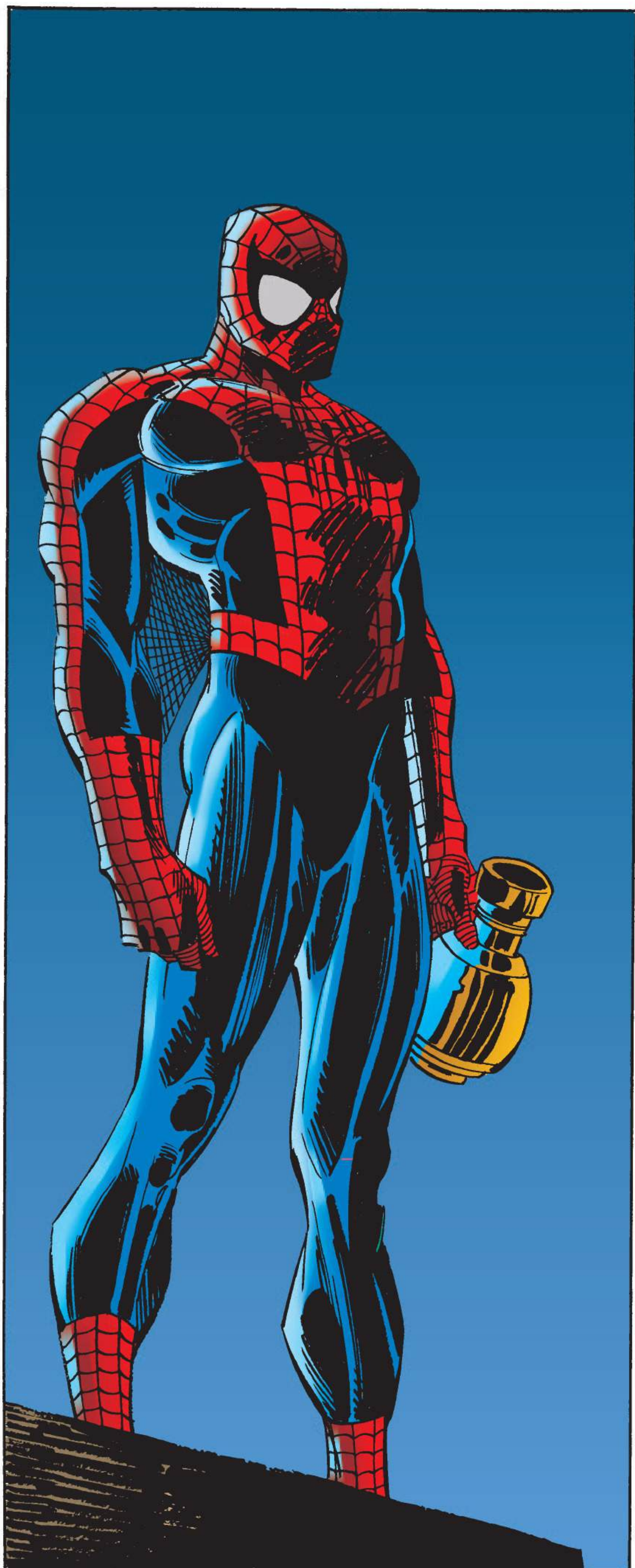
I'M **YOUR** FRIEND NOW!

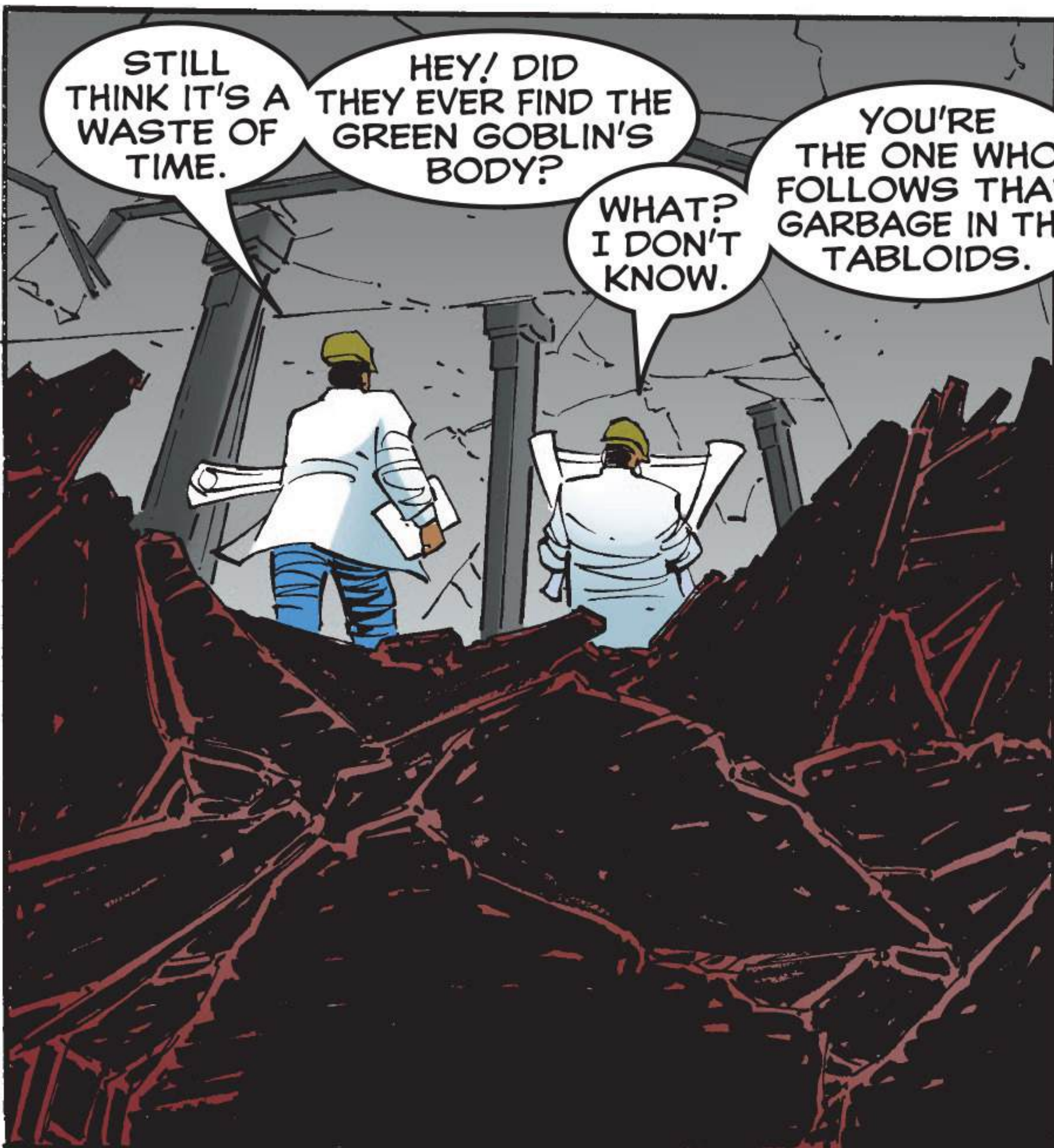
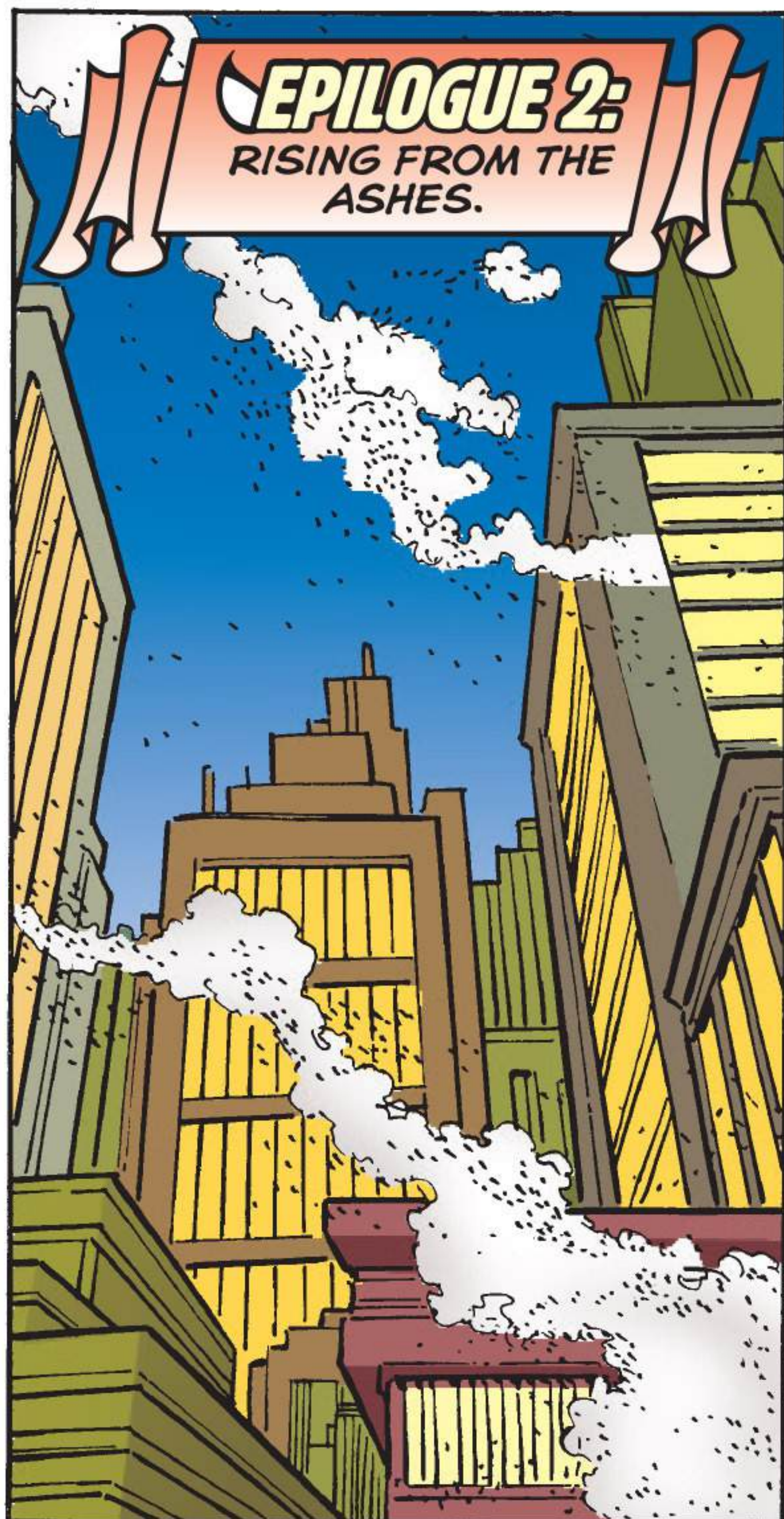


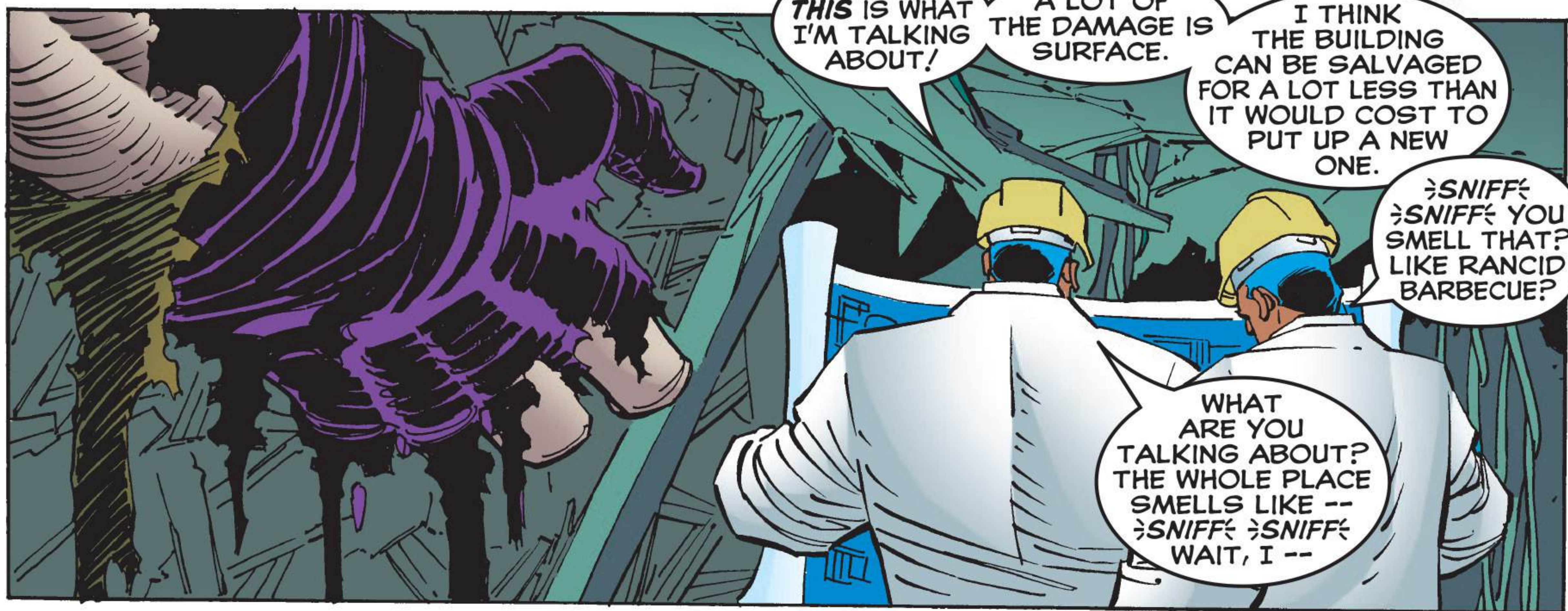
I APPRECIATE THAT, GIACOMO, I **REALLY** DO. I WISH WE COULD TALK ABOUT THIS SOME MORE, BUT...



...RIGHT NOW I HAVE ONE LAST THING TO DO FOR BEN.







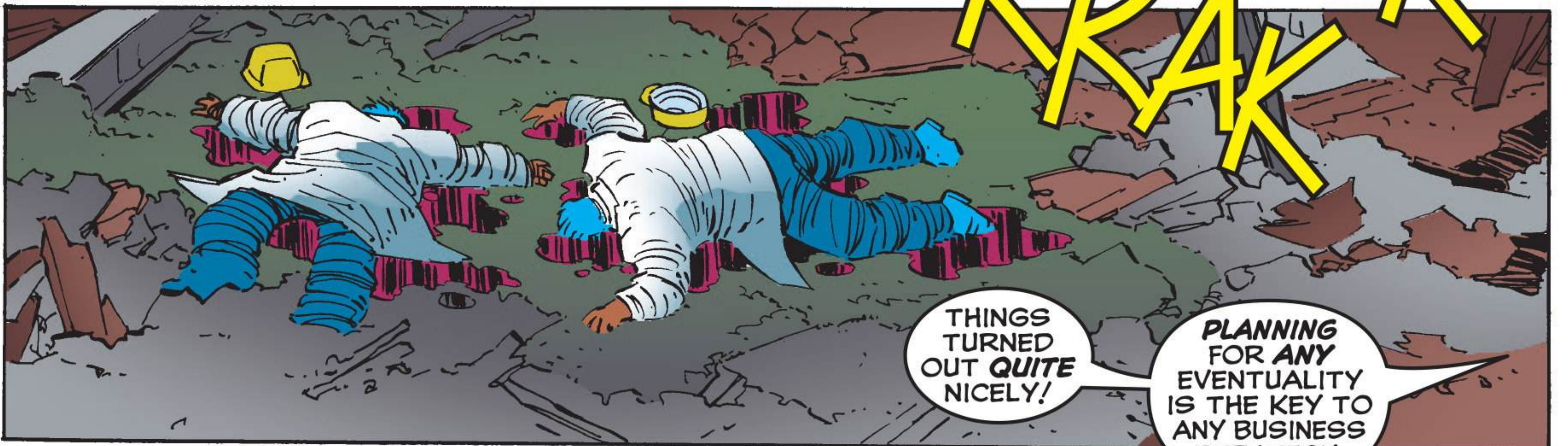
SEE!
THIS IS WHAT
I'M TALKING
ABOUT!

A LOT OF
THE DAMAGE IS
SURFACE.

I THINK
THE BUILDING
CAN BE SALVAGED
FOR A LOT LESS THAN
IT WOULD COST TO
PUT UP A NEW
ONE.

¿SNIFF¿
¿SNIFF¿ YOU
SMELL THAT?
LIKE RANCID
BARBECUE?

WHAT
ARE YOU
TALKING ABOUT?
THE WHOLE PLACE
SMELLS LIKE --
¿SNIFF¿ ¿SNIFF¿
WAIT, I --



MARVEL[®]
COMICS
SPIDER-MAN
DEC '96 241

APPROVED
BY THE
COMICS
CODE
AUTHORITY

The SPECTACULAR

SPIDER-MAN[®]



REBIRTH

LUKEROSS 96



STAN LEE
PRESENTS:

A NEW DAY DAWNING

THE WORLD KNOWS HIM
AS A LARGER-THAN-LIFE
HERO CALLED **SPIDER-MAN**...

... BUT, BENEATH THE MASK,
BEHIND THE LEGEND, IS AN
ALL-TOO FALLIBLE, ALL-TOO
HUMAN MAN NAMED **PETER
PARKER**...

... WHOSE LIFE, THESE PAST
MONTHS, HAS BEEN ONE
TRAGEDY AFTER ANOTHER.

THERE HAVE BEEN TIMES WHEN
HIS GRIEF WAS SO OVERWHELMING
THAT HE PONDERED GIVING UP.
LETTING GO. RACING RIGHT TO
THE EDGE OF HIS DESPAIR...



J.M. De MATTEIS Writer
LUKE ROSS Penciler
JOHN STANISCI Inker

RICHARD STARKINGS and
COMICRAFT Letters
JOHN KALISZ Colors
GCW Enhancement

RALPH MACCHIO Editor
BOB HARRAS Chief



... AND LEAPING:
DOWN, DOWN, DOWN...

... INTO THE
DARKNESS.

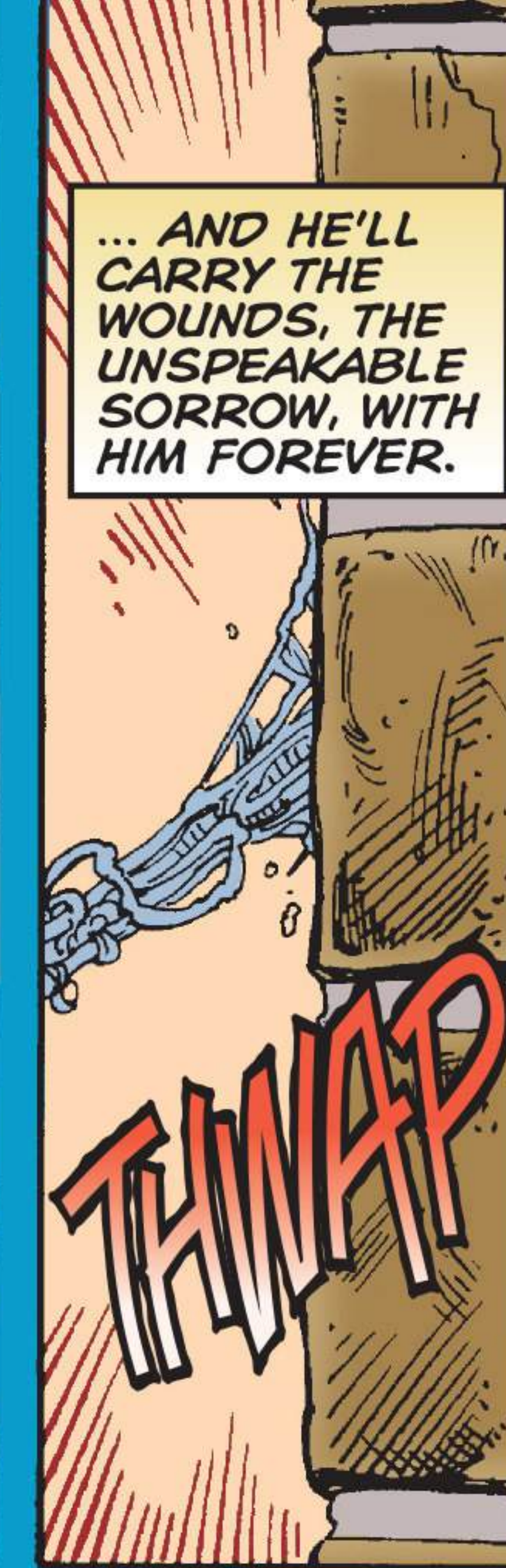


AND WHO COULD
BLAME HIM?



HE'S SUFFERED
THE GREATEST
LOSSES HE'S
EVER KNOWN...

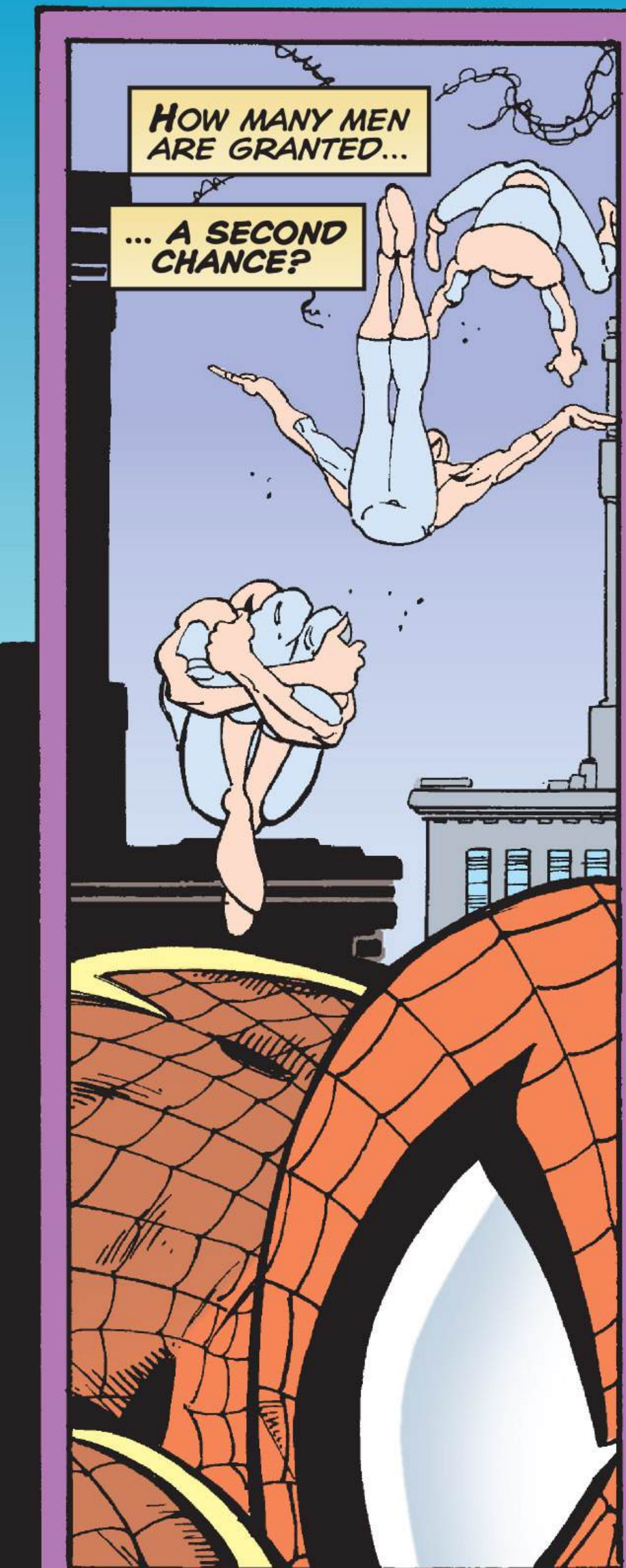
... AUNT MAY,
BEN REILLY,
HIS DAUGHTER
MOST OF ALL...



... AND HE'LL
CARRY THE
WOUNDS, THE
UNSPEAKABLE
SORROW, WITH
HIM FOREVER.



BUT HOW MANY MEN HAVE THEIR LIVES TAKEN AWAY
AND THEN RETURNED TO THEM? HOW MANY MEN HAVE
THEIR VERY IDENTITIES STRIPPED AWAY, THEN GIVEN BACK?



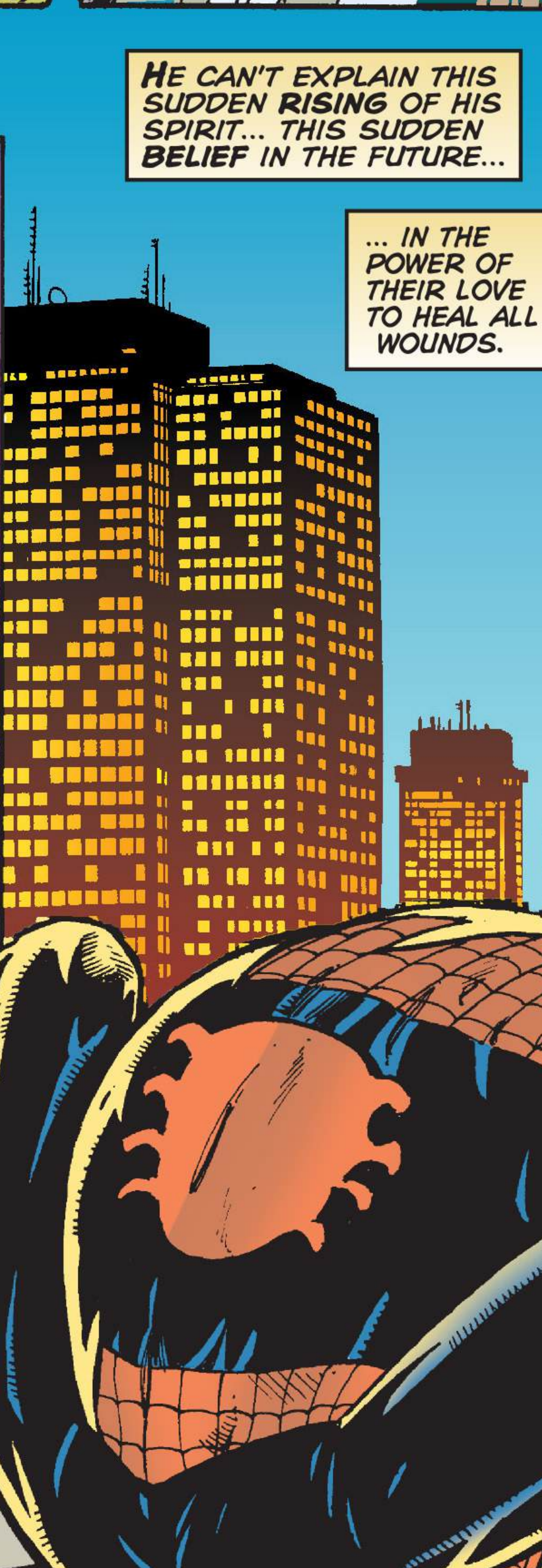
HOW MANY MEN
ARE GRANTED...

... A SECOND
CHANCE?



HE THINKS OF MARY
JANE -- HIS BEST
FRIEND, HIS PARTNER,
HIS WIFE -- AND HE
FEELS -- NOT DESPAIR,
BUT GRATITUDE.

NOT SORROW,
BUT HOPE.



HE CAN'T EXPLAIN THIS
SUDDEN RISING OF HIS
SPIRIT... THIS SUDDEN
BELIEF IN THE FUTURE...

... IN THE
POWER OF
THEIR LOVE
TO HEAL ALL
WOUNDS.



AND PERHAPS, HE
DECIDES, THAT'S
HOW IT SHOULD BE.

SO MUCH OF LIFE
IS A MYSTERY --
AND NO MYSTERY
IS GREATER THAN
THE HUMAN HEART.

WE FALL, AGAIN AND
AGAIN. AND AGAIN
AND AGAIN WE RISE...



... TO EMBRACE
THE MYSTERY...



... EMBRACE
LIFE...

... IN ALL ITS
SORROW.



DON'T COME ANY **CLOSER**, DO YOU HEAR ME? ONE MORE STEP -- AND YOU WILL FEEL THE WRATH --

-- OF **KRAVEN THE HUNTER!**

DO YOU THINK I'M **JOKING** WOMAN? DO YOU THINK I'D HESITATE TO WRAP MY FINGERS AROUND YOUR THROAT --

-- AND SQUEEZE THE **LIFE** OUT OF YOU?!

AS A MATTER OF FACT, **DMITRI** --

-- I DON'T BELIEVE A **WORD** THAT YOU'RE SAYING.

"**DMITRI**"?!

MY NAME IS **SERGE!** SERGE! **KRAVINOFF!**

I AM THE **HUNTER!** I AM --



AND
I'M YOUR
DOCTOR,
DMITRI --

-- AND
I WANT YOU
TO **STOP** THIS
NONSENSE --

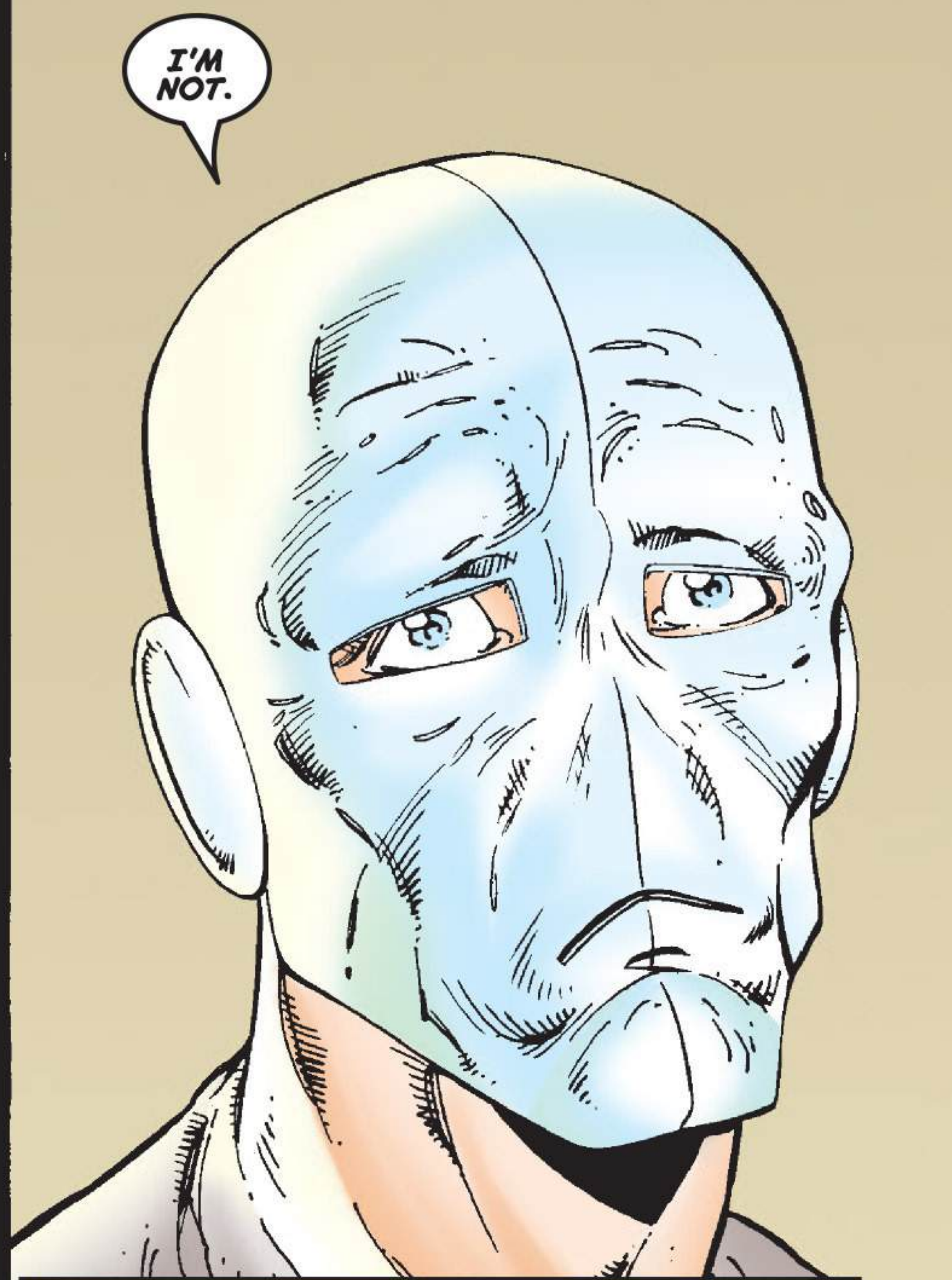
-- **RIGHT**
NOW.



I...I'M **NOT**
DMITRI!

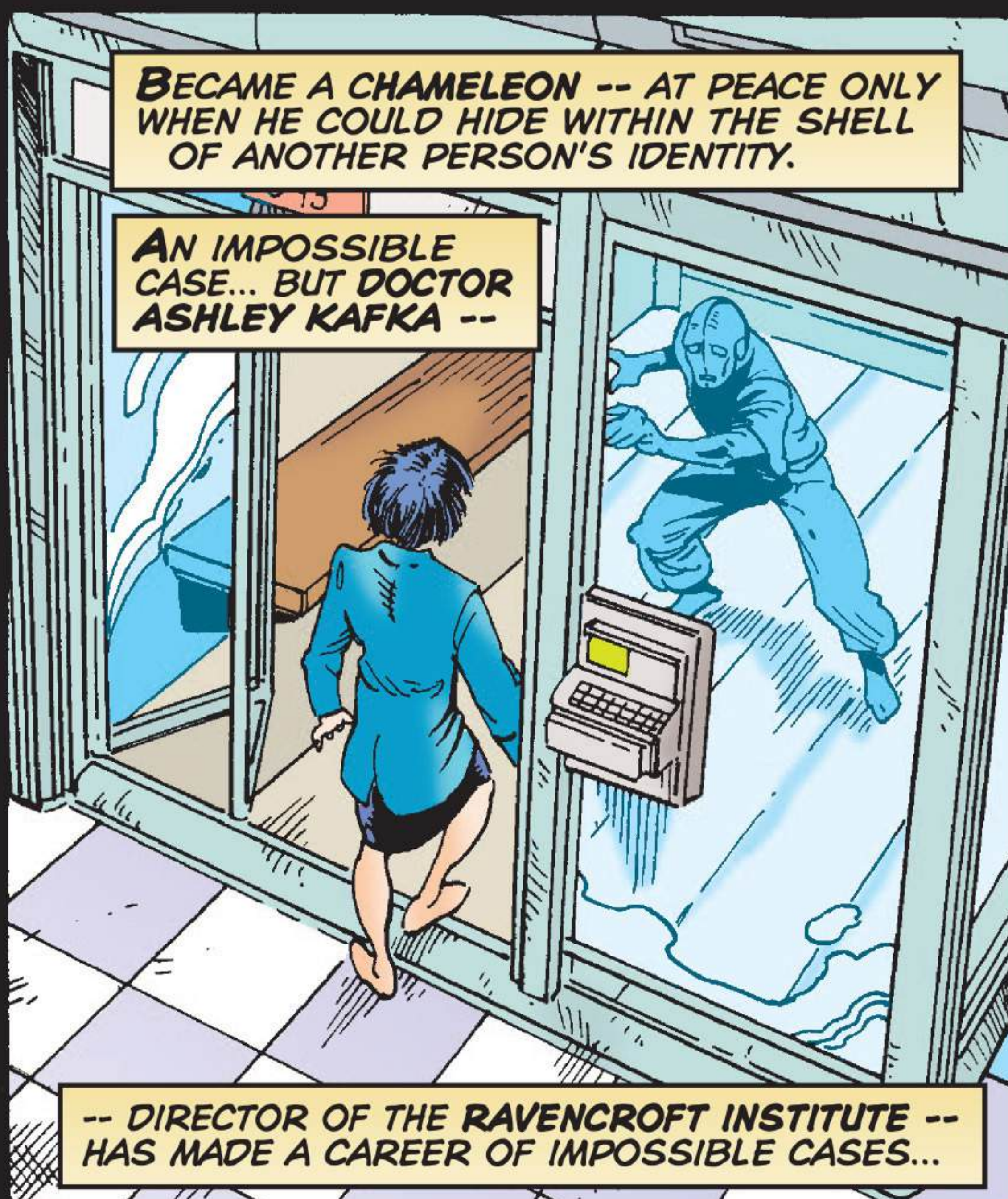


I'M
NOT.



I'M
NOT.

EVEN AFTER ALL THIS TIME, SHE'S AMAZED BY DMITRI SMERDYAKOV. BY A MAN SO TRAUMATIZED, SO FRIGHTENED TO FACE THE TRUTH ABOUT HIMSELF, THAT HE ESSENTIALLY... BLANKED HIMSELF OUT.



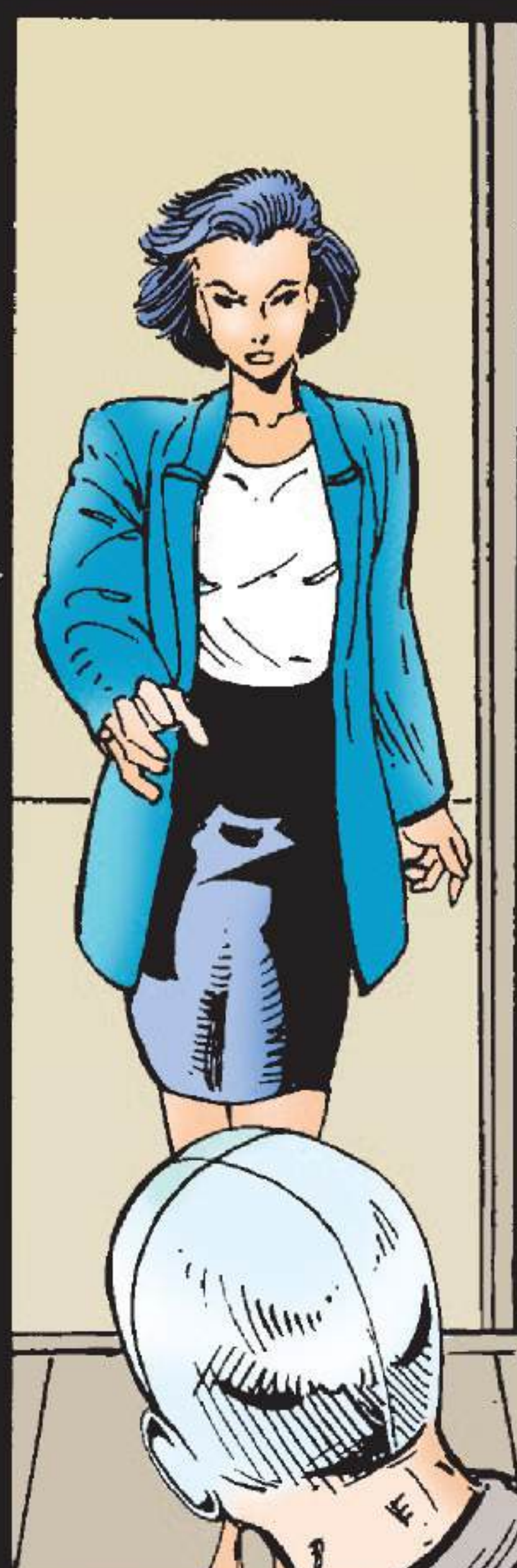
BECAME A CHAMELEON -- AT PEACE ONLY WHEN HE COULD HIDE WITHIN THE SHELL OF ANOTHER PERSON'S IDENTITY.

AN IMPOSSIBLE CASE... BUT DOCTOR ASHLEY KAFKA --

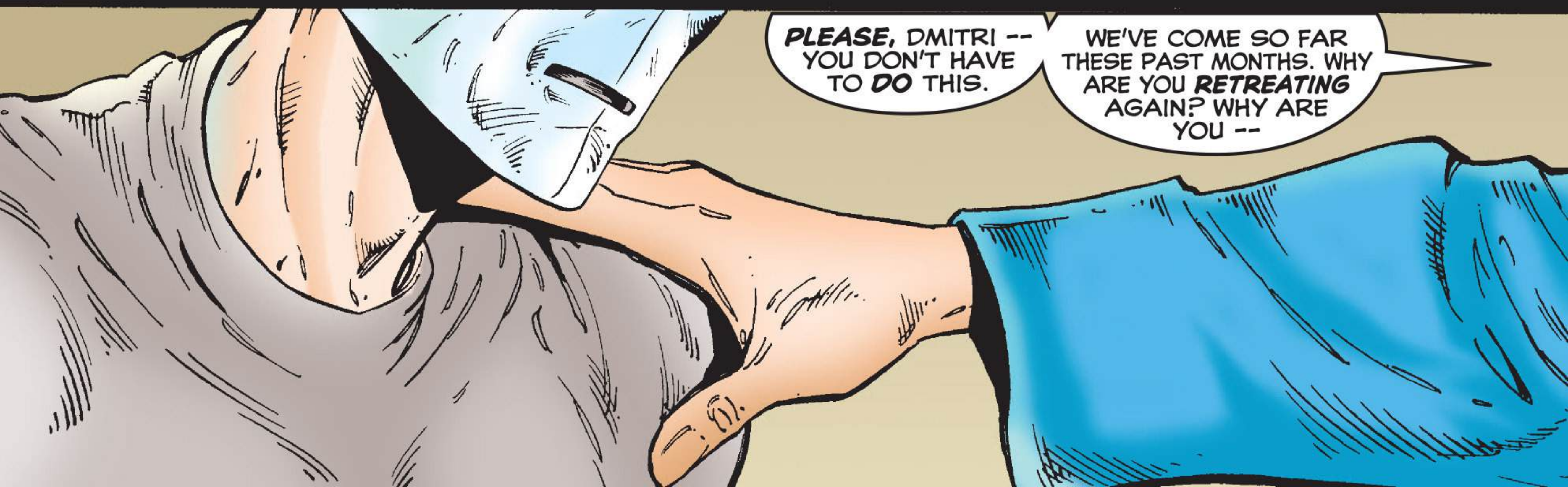
-- DIRECTOR OF THE RAVENCROFT INSTITUTE -- HAS MADE A CAREER OF IMPOSSIBLE CASES...



... OF REACHING OUT TO MINDS SO SHATTERED, SOULS SO TWISTED...

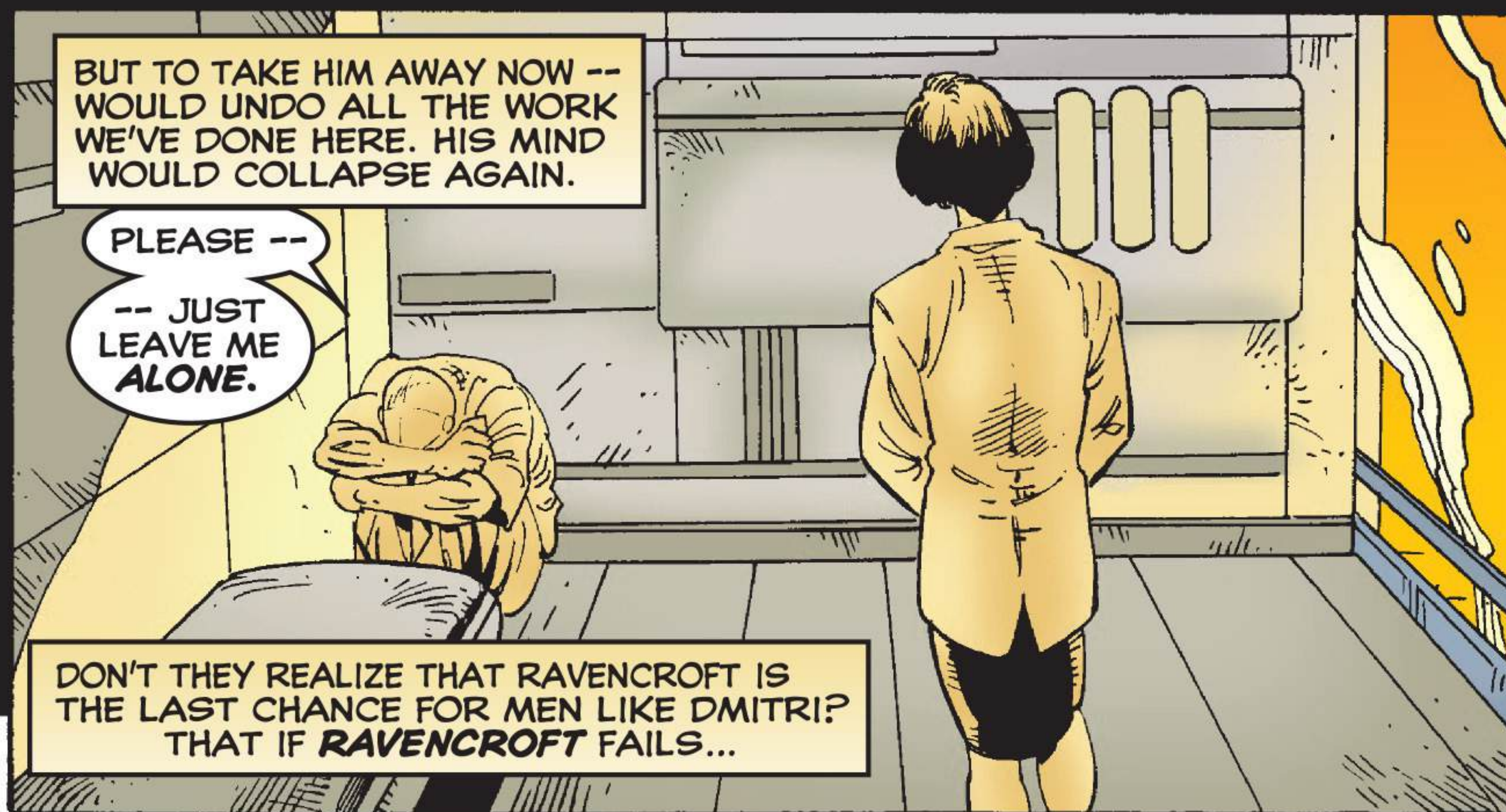
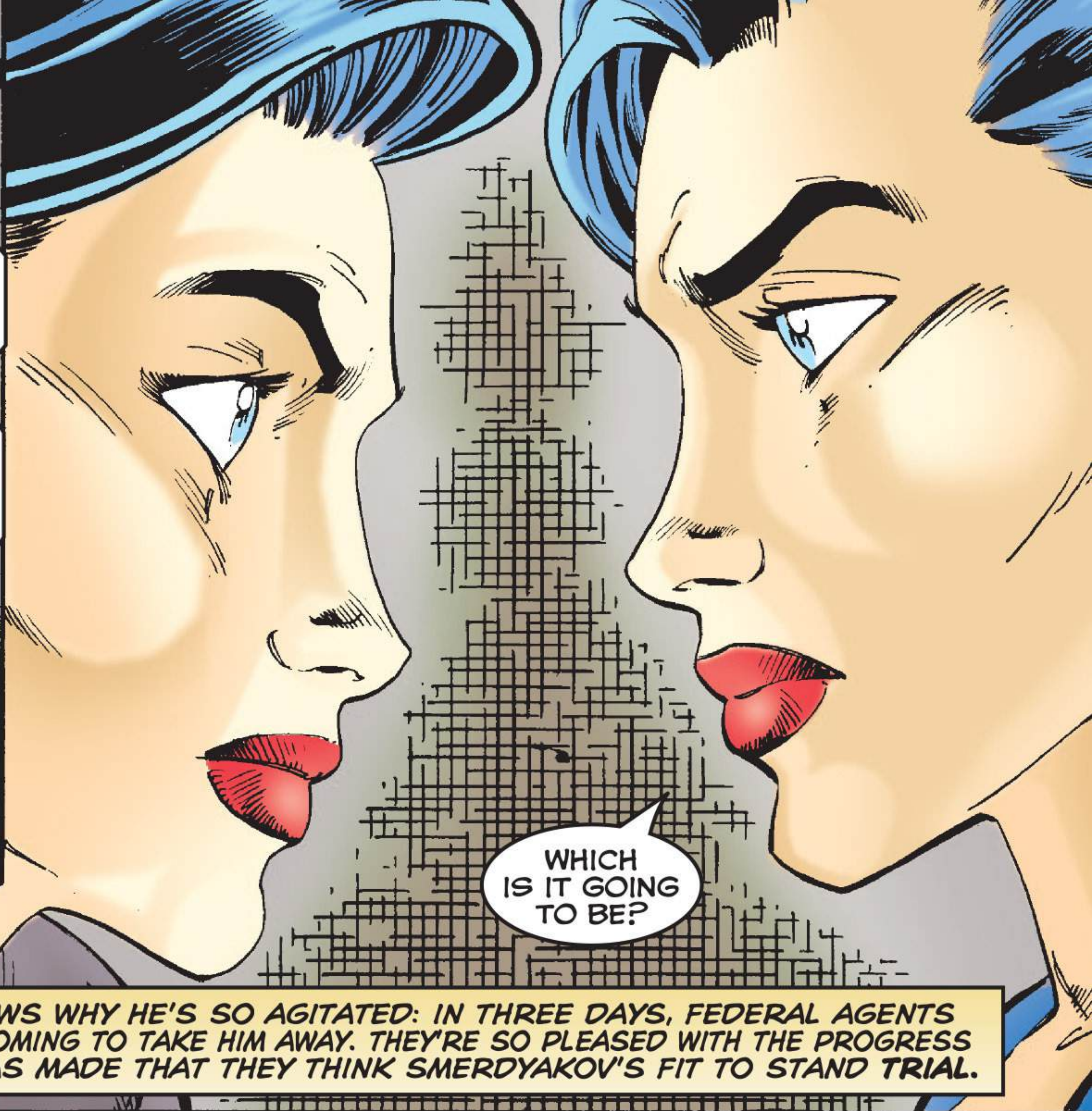


... THAT SOCIETY HAS GIVEN UP ALL HOPE OF SAVING THEM.



PLEASE, DMITRI -- YOU DON'T HAVE TO **DO** THIS.

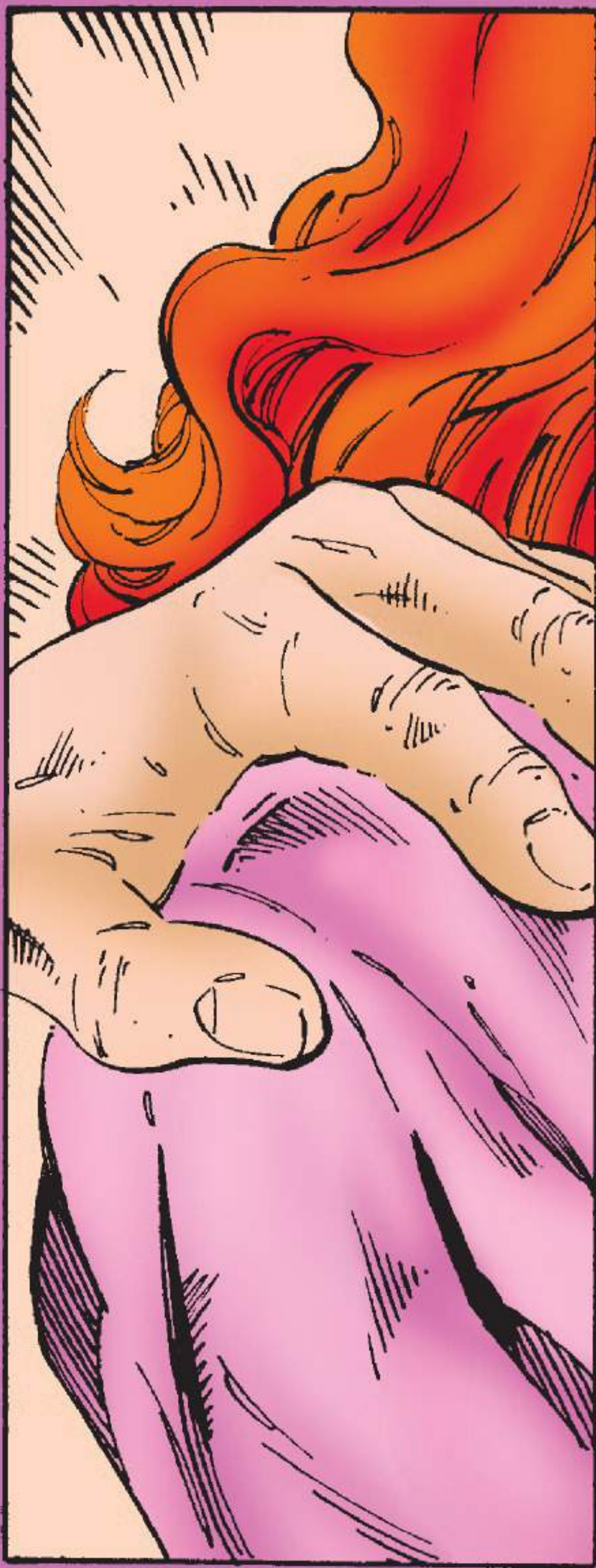
WE'VE COME SO FAR THESE PAST MONTHS. WHY ARE YOU **RETREATING** AGAIN? WHY ARE YOU --





ALL THE
BABY'S
THINGS ARE
PUT AWAY.

I THINK I
COULD **USE**
A LITTLE
COMPANY
NOW.



I'M ALL
RIGHT.
REALLY.

I STILL DON'T
UNDERSTAND WHY
YOU SENT PETER
AWAY. WHY YOU
WOULDN'T LET HIM
HELP YOU --

THIS IS
SOMETHING
I HAD TO DO
MYSELF.

IT'S
TIME FOR
ME TO FACE
THIS. TO --

I **UNDERSTAND.**
THERE'S NO GREATER
LOSS THAN THE
LOSS OF A
CHI --



AUNT ANNA, I'VE HAD A MONTH
OF NOTHING BUT SADNESS AND
GUILT AND CRYING TILL I
RAN OUT OF TEARS.

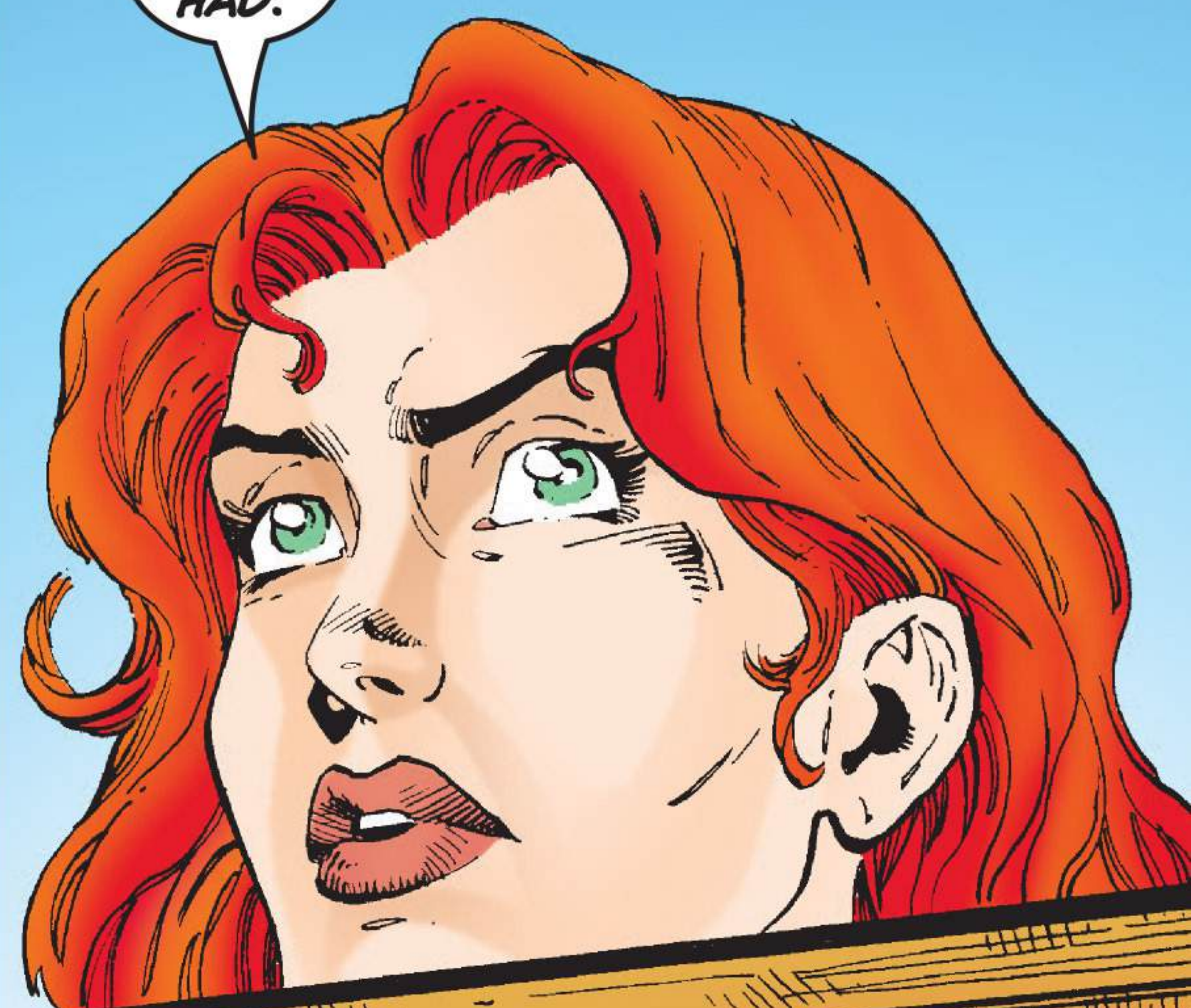
ALL I
COULD THINK
ABOUT WAS WHAT
I **DIDN'T** HAVE.
HOW MUCH I
LOST.

BUT
TONIGHT,
ALL OF A
SUDDEN --

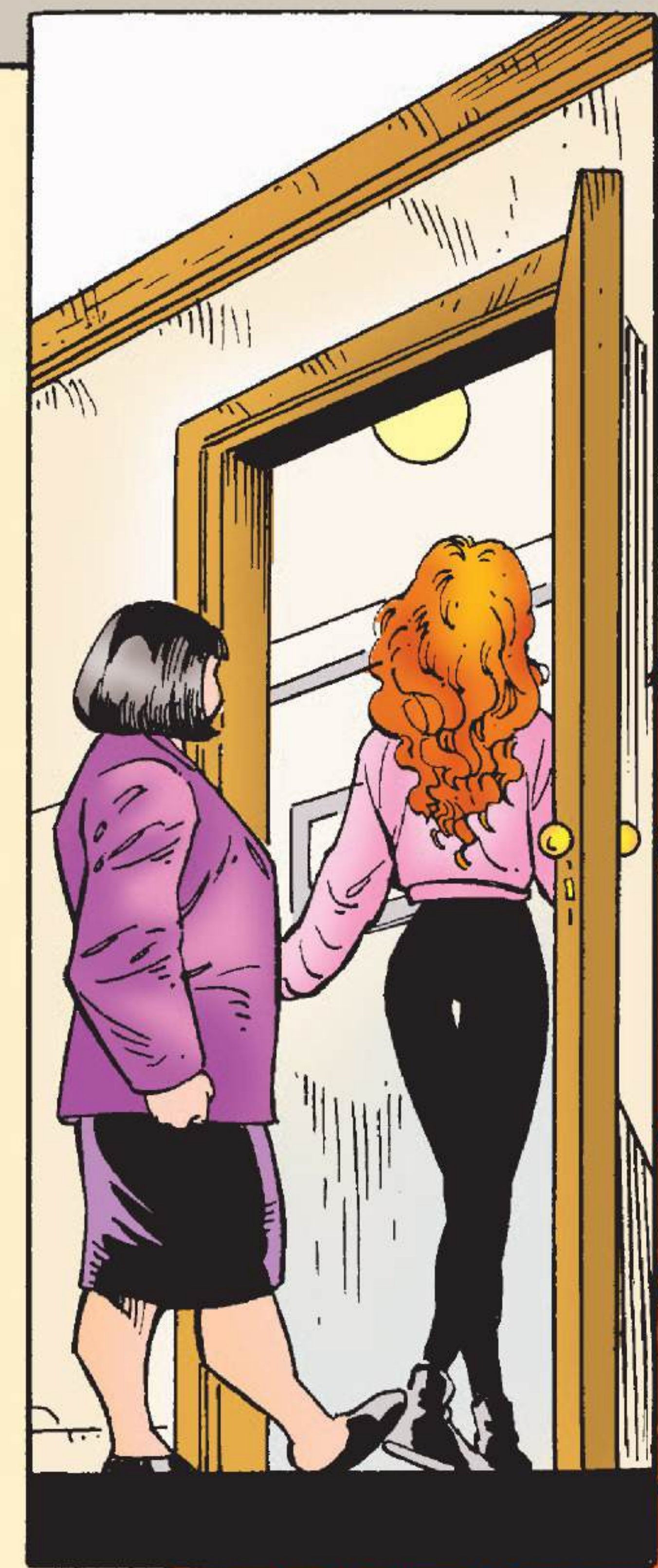
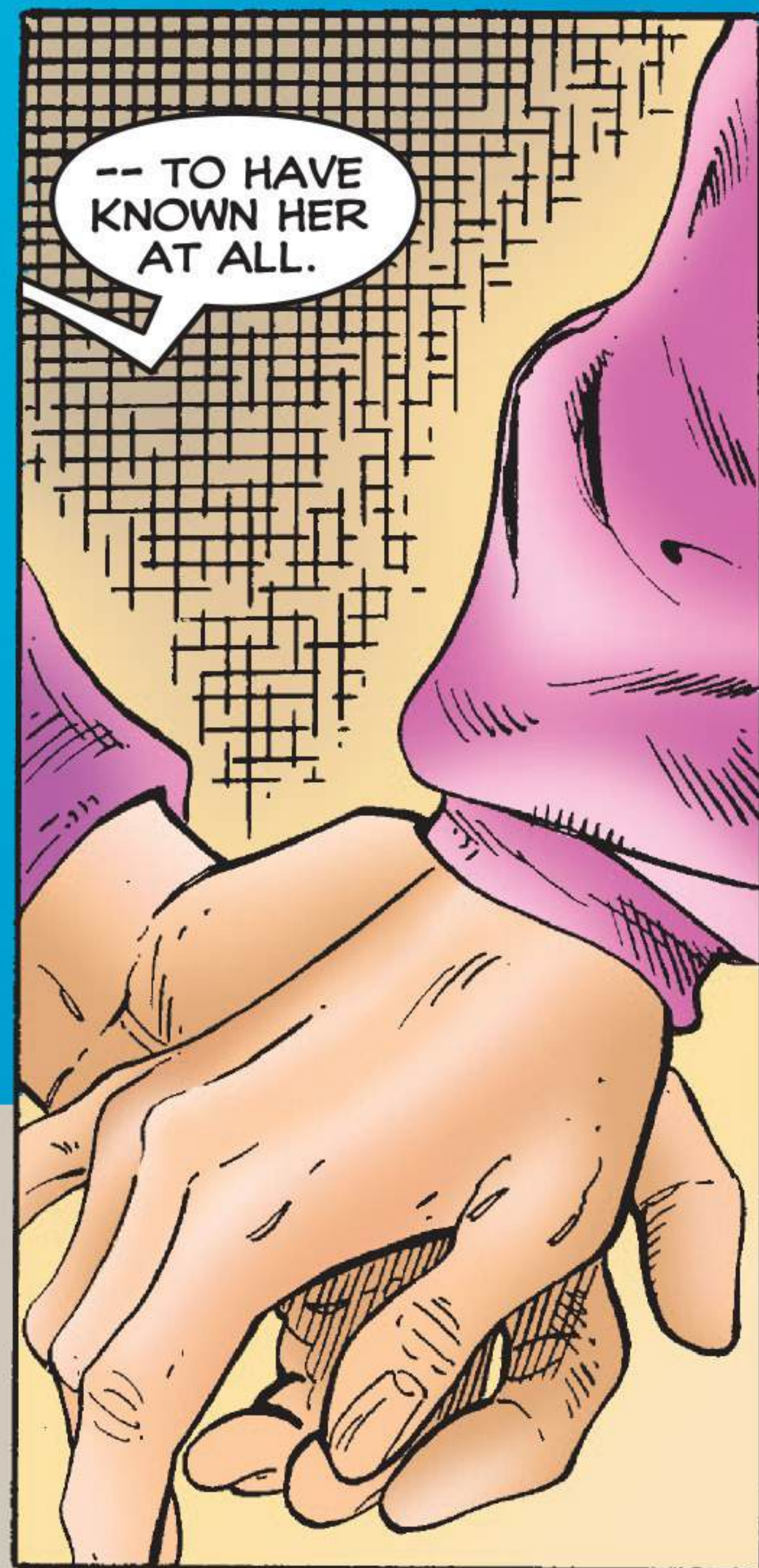
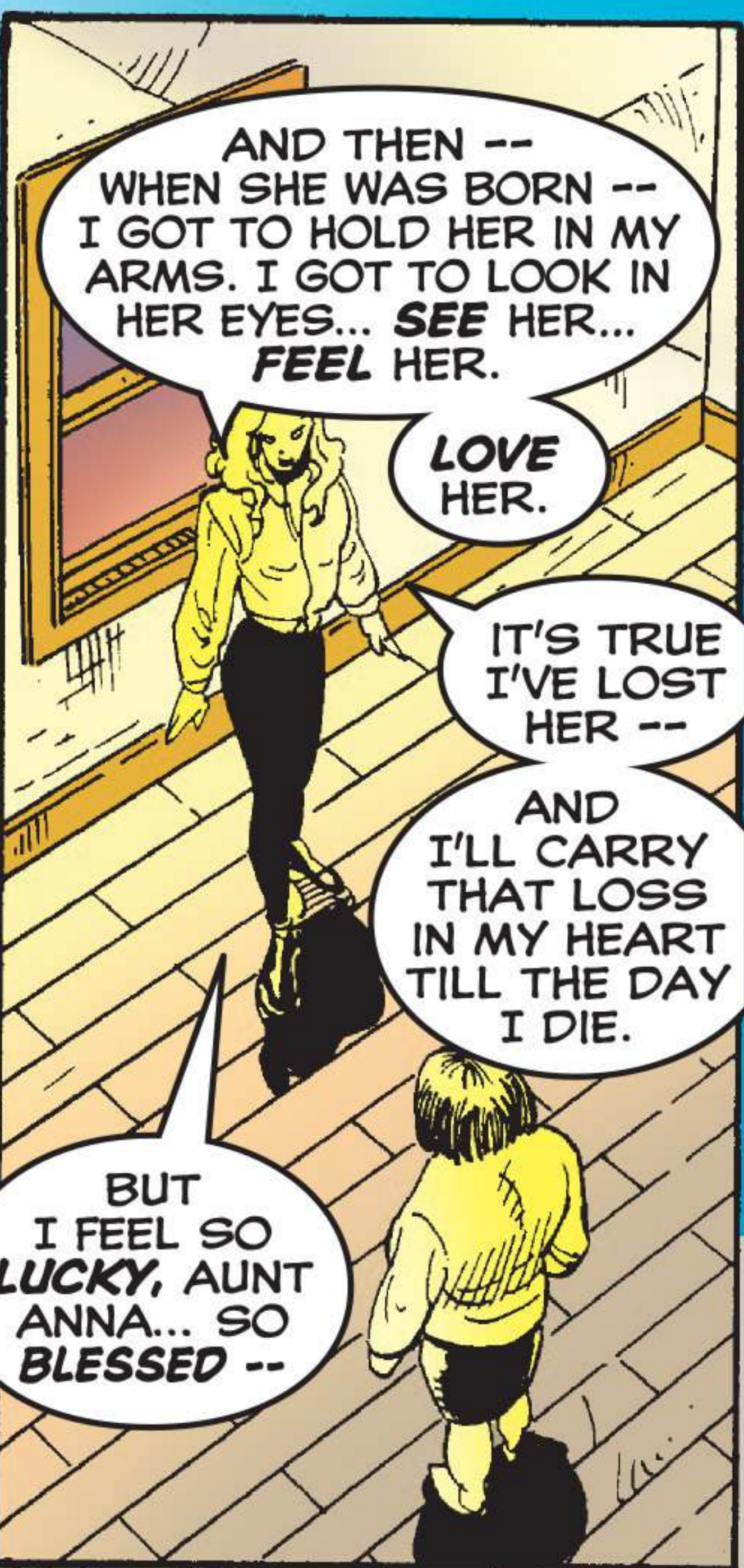
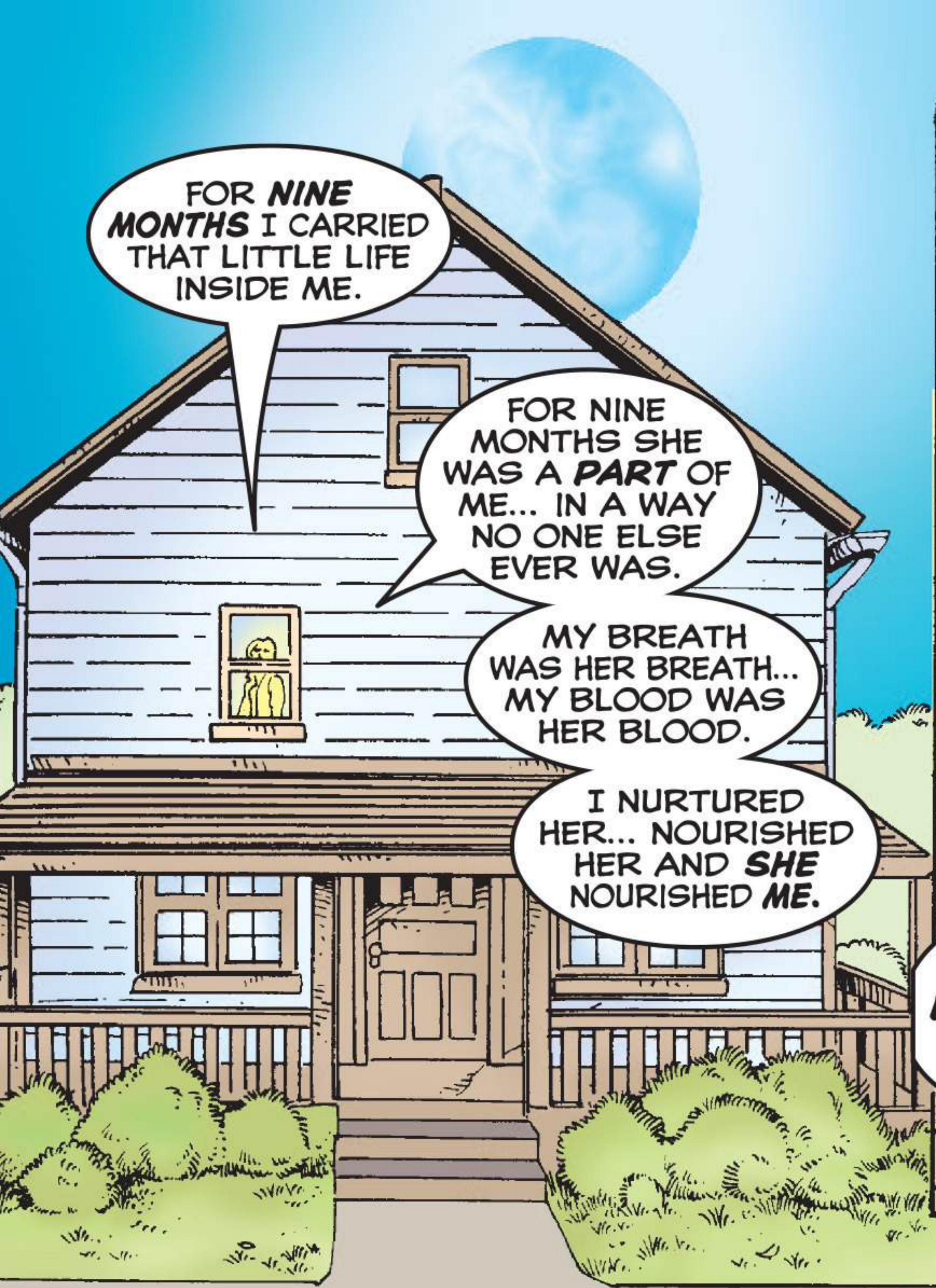


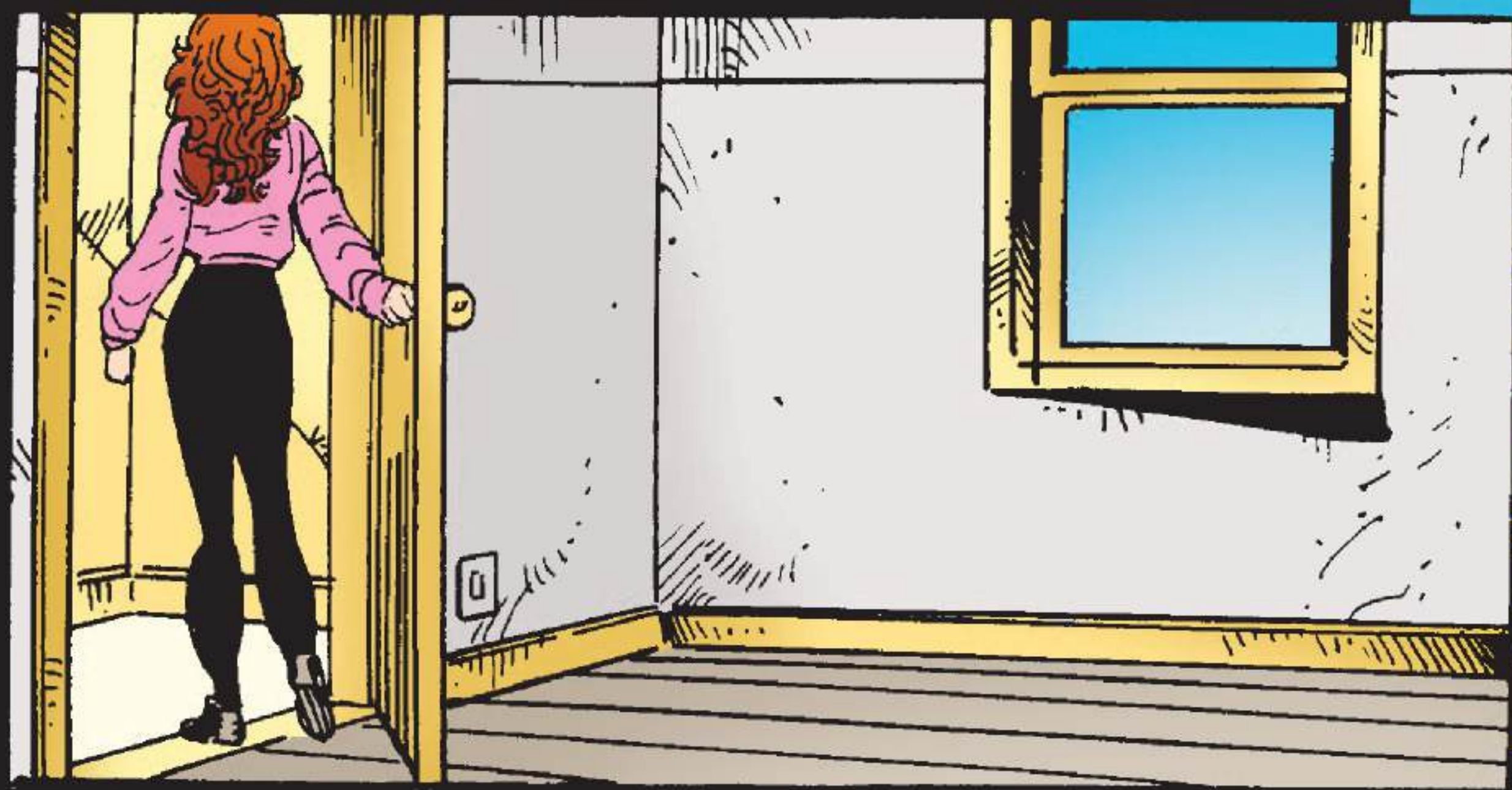
-- I SAW
THE GRACE...
THE **GIFT** --

-- IN
WHAT I
HAD.



IT'S AS
IF SHE WAS
HERE WITH ME...
SHOWING ME THE
TRUTH I COULDN'T
SEE THROUGH
MY TEARS.





LE



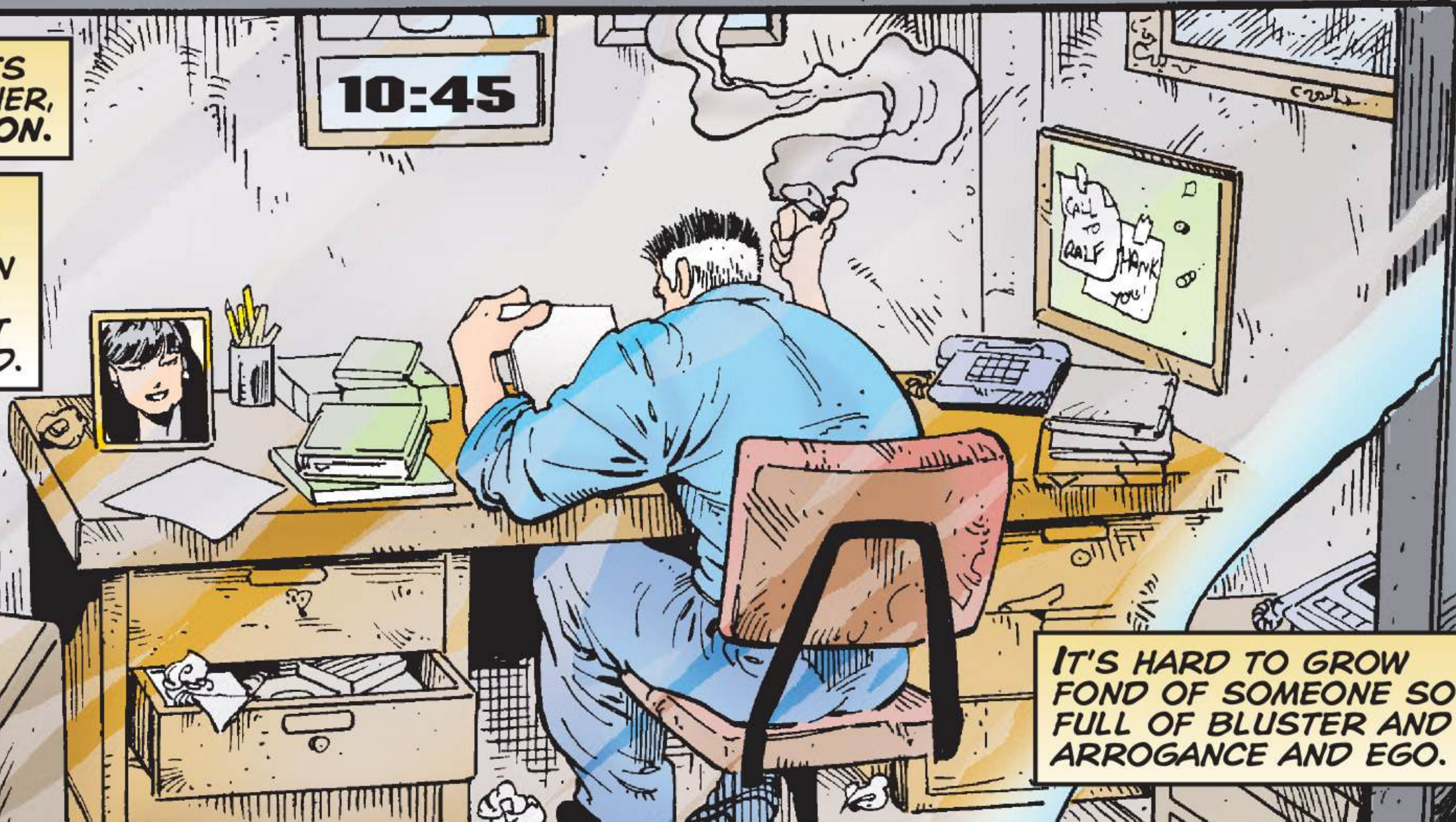
HE SWINGS TOWARD THE FAMILIAR BUILDING -- AND IT'S ALMOST LIKE SWINGING HOME.

THE DAILY BUGLE HAS BEEN A PART OF HIS LIFE SINCE HE WAS A TEENAGER...

... AND SO HAS ITS IRASCIBLE PUBLISHER, J. JONAH JAMESON.

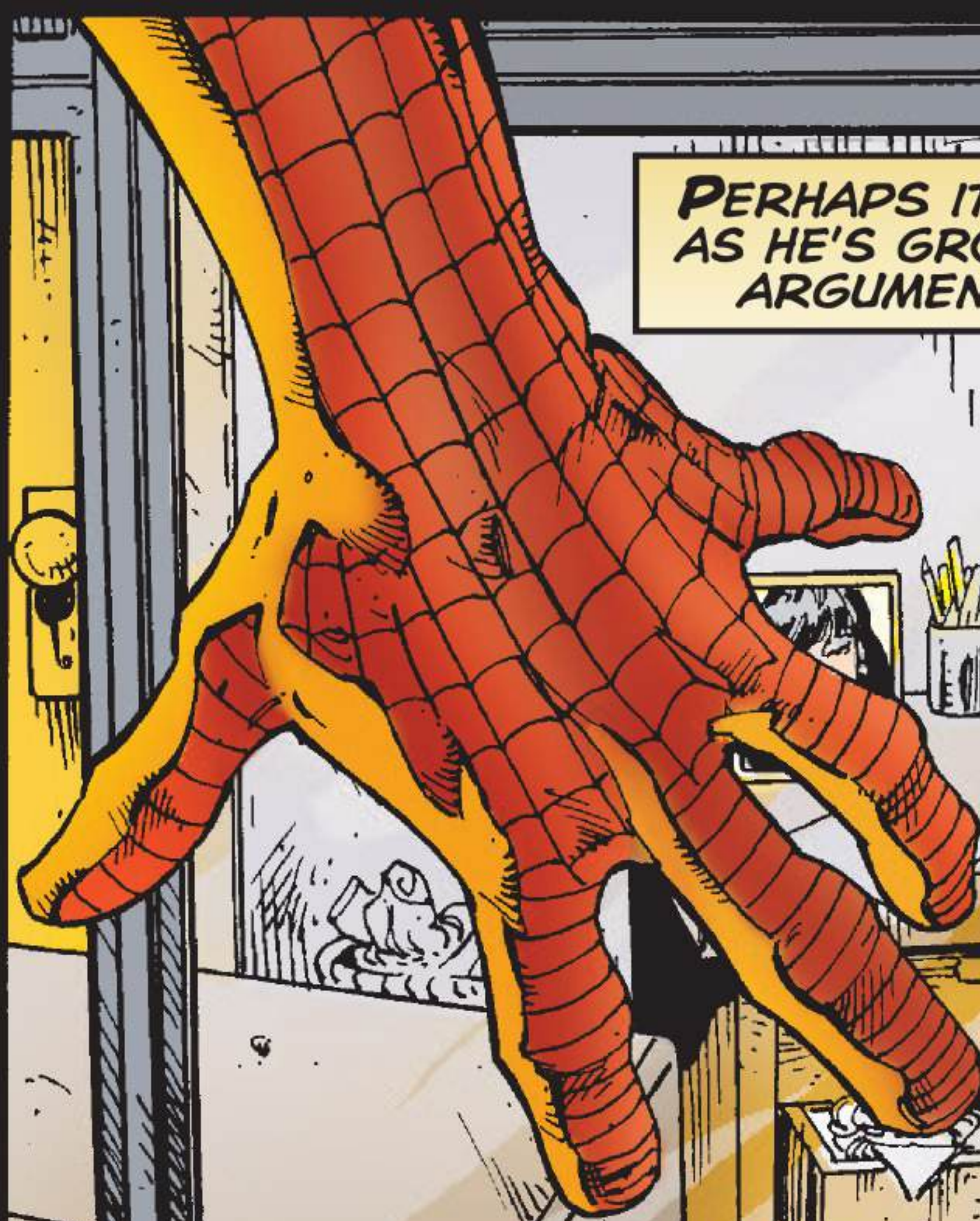
HE'D LIKE TO SAY THAT HE'S GROWN FOND OF JAMESON OVER THE YEARS -- BUT THAT WOULDN'T BE THE RIGHT WORD.

10:45

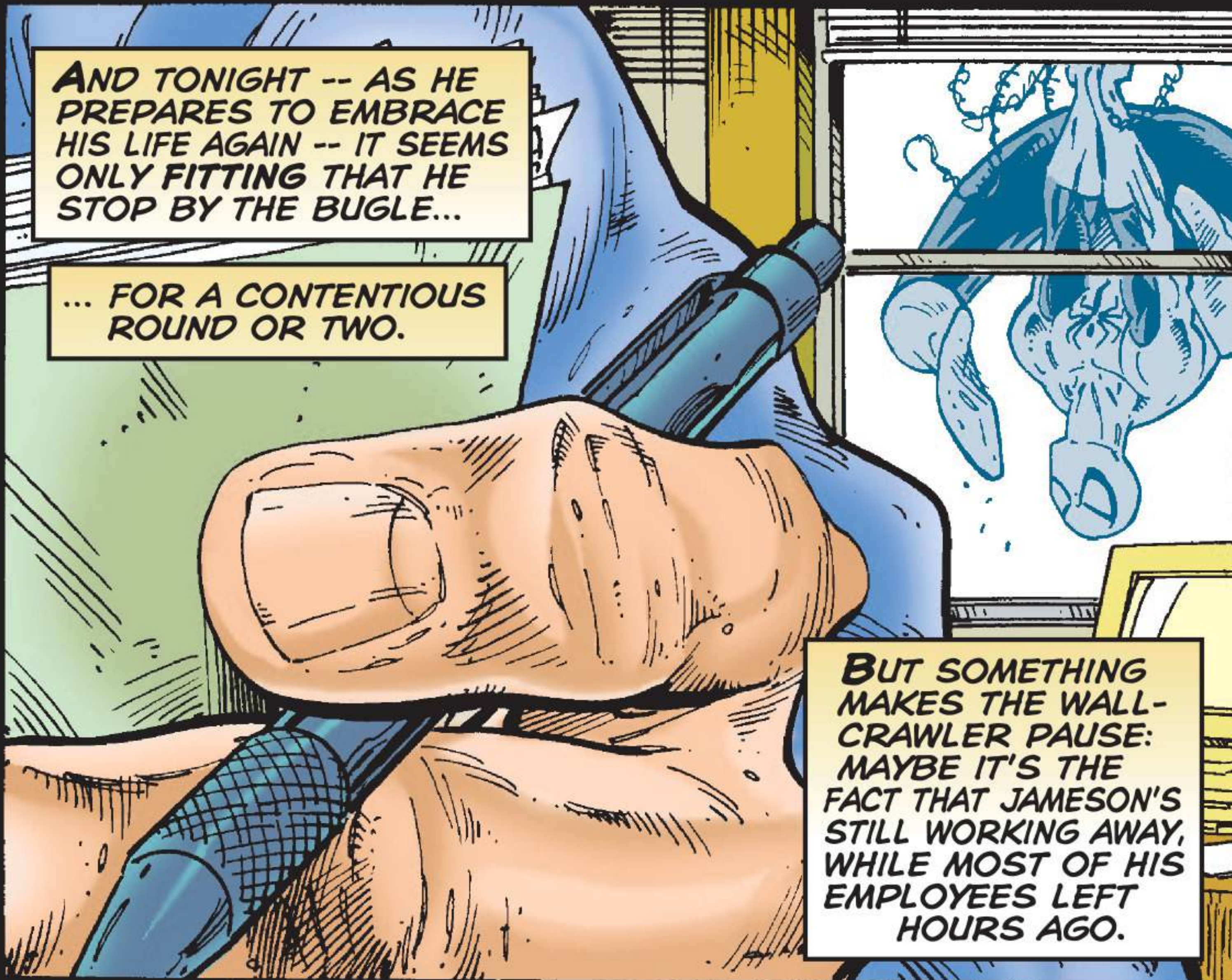


IT'S HARD TO GROW FOND OF SOMEONE SO FULL OF BLUSTER AND ARROGANCE AND EGO.

PERHAPS IT'S BETTER TO SAY THAT'S HE'S GROWN ACCUSTOMED TO HIM. JUST AS HE'S GROWN ACCUSTOMED TO THEIR CONSTANT WAR OF WORDS: THE ENDLESS ARGUMENTS AND ACCUSATIONS, CHILDISH PRANKS AND SCREAMING MATCHES.



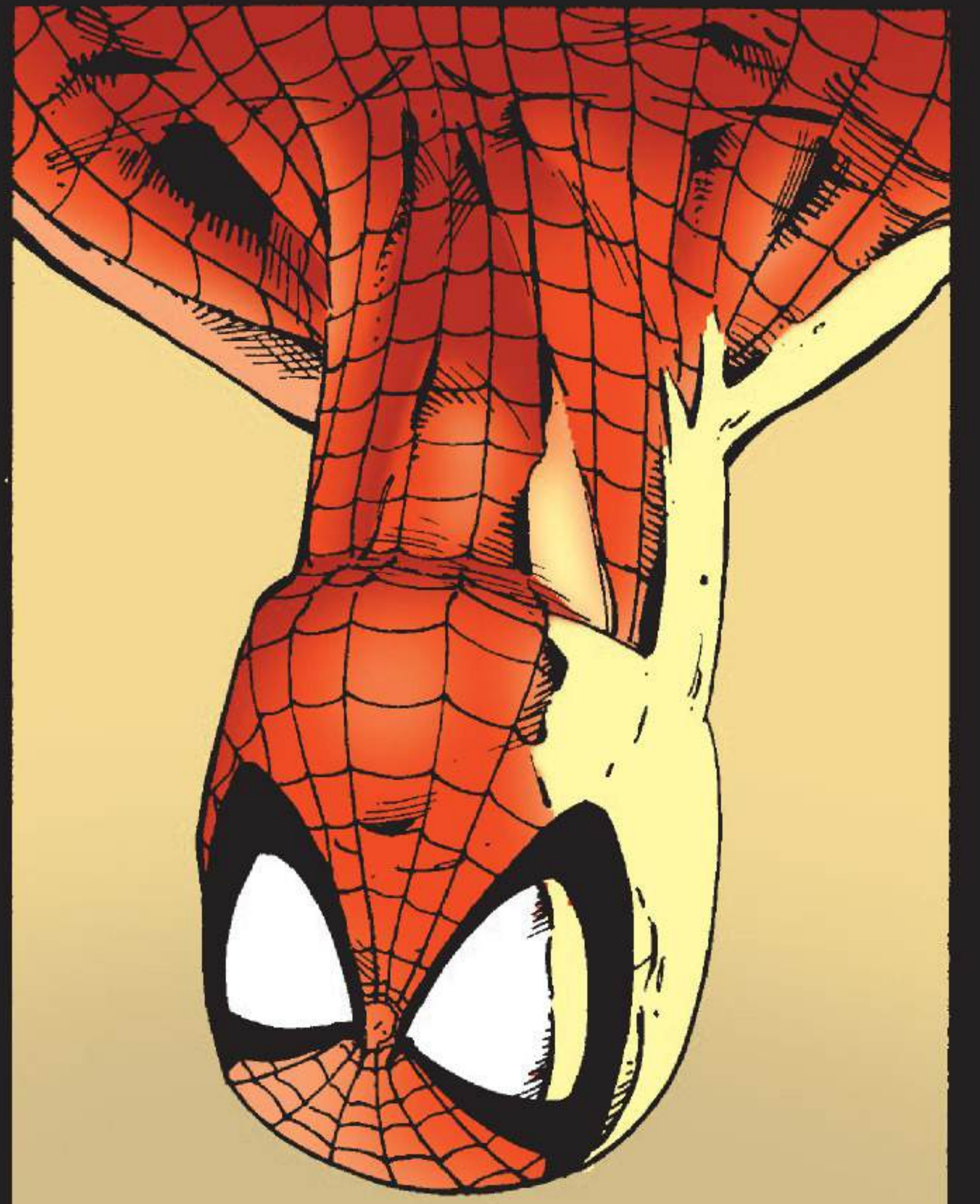
THERE'S SOMETHING COMFORTING IN IT. SOMETHING STABILIZING. NO MATTER HOW THE WORLD CHANGES -- HOW UNPREDICTABLE AND FRIGHTENING IT CAN BECOME -- SPIDER-MAN KNOWS THAT HE CAN ALWAYS COUNT ON JAMESON TO BE ABSURDLY CONSISTENT.



AND TONIGHT -- AS HE PREPARES TO EMBRACE HIS LIFE AGAIN -- IT SEEMS ONLY FITTING THAT HE STOP BY THE BUGLE...

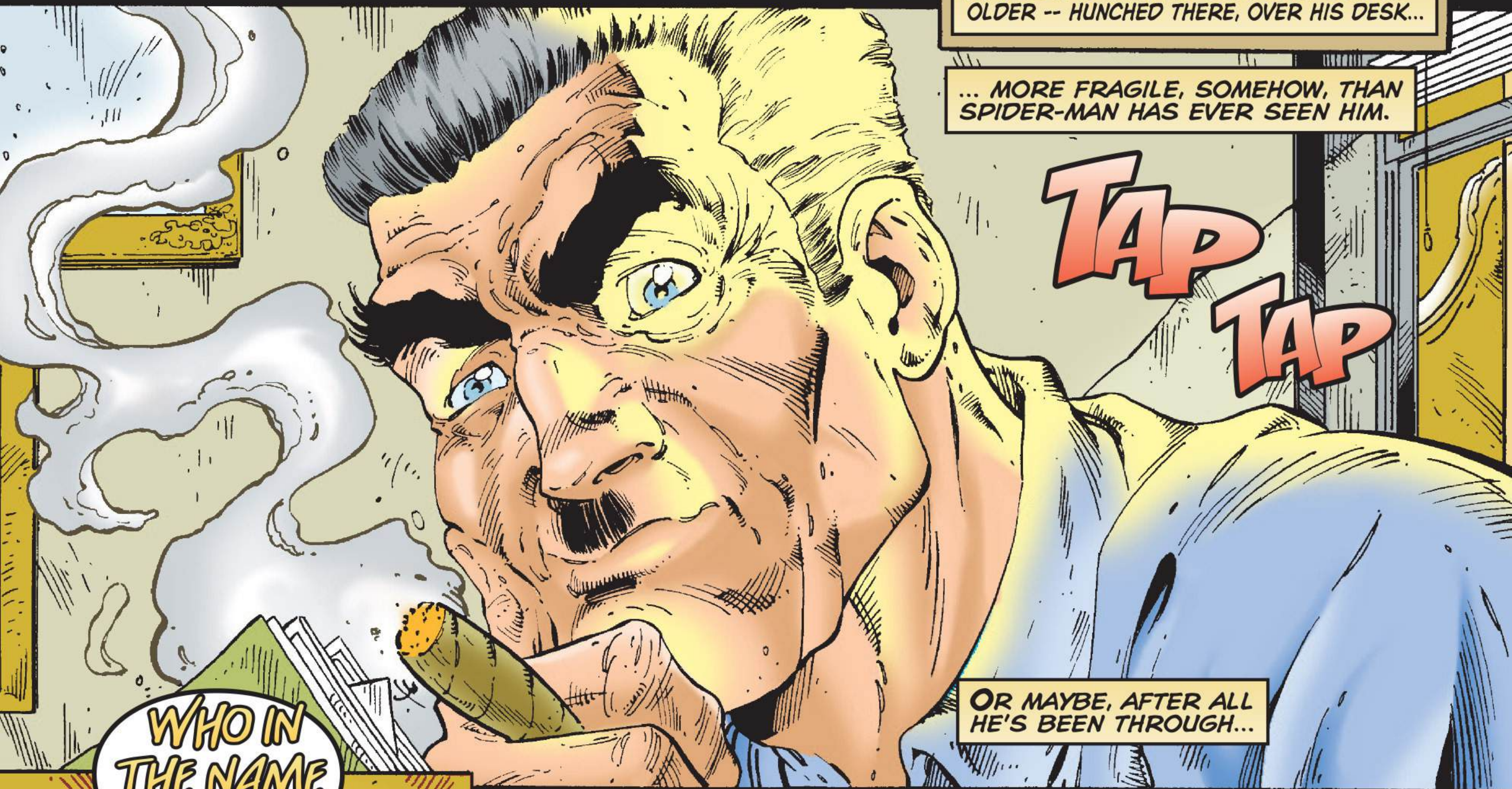
... FOR A CONTENTIOUS ROUND OR TWO.

BUT SOMETHING MAKES THE WALL-CRAWLER PAUSE: MAYBE IT'S THE FACT THAT JAMESON'S STILL WORKING AWAY, WHILE MOST OF HIS EMPLOYEES LEFT HOURS AGO.



MAYBE IT'S THAT HE SUDDENLY LOOKS OLDER -- HUNCHED THERE, OVER HIS DESK...

... MORE FRAGILE, SOMEHOW, THAN SPIDER-MAN HAS EVER SEEN HIM.

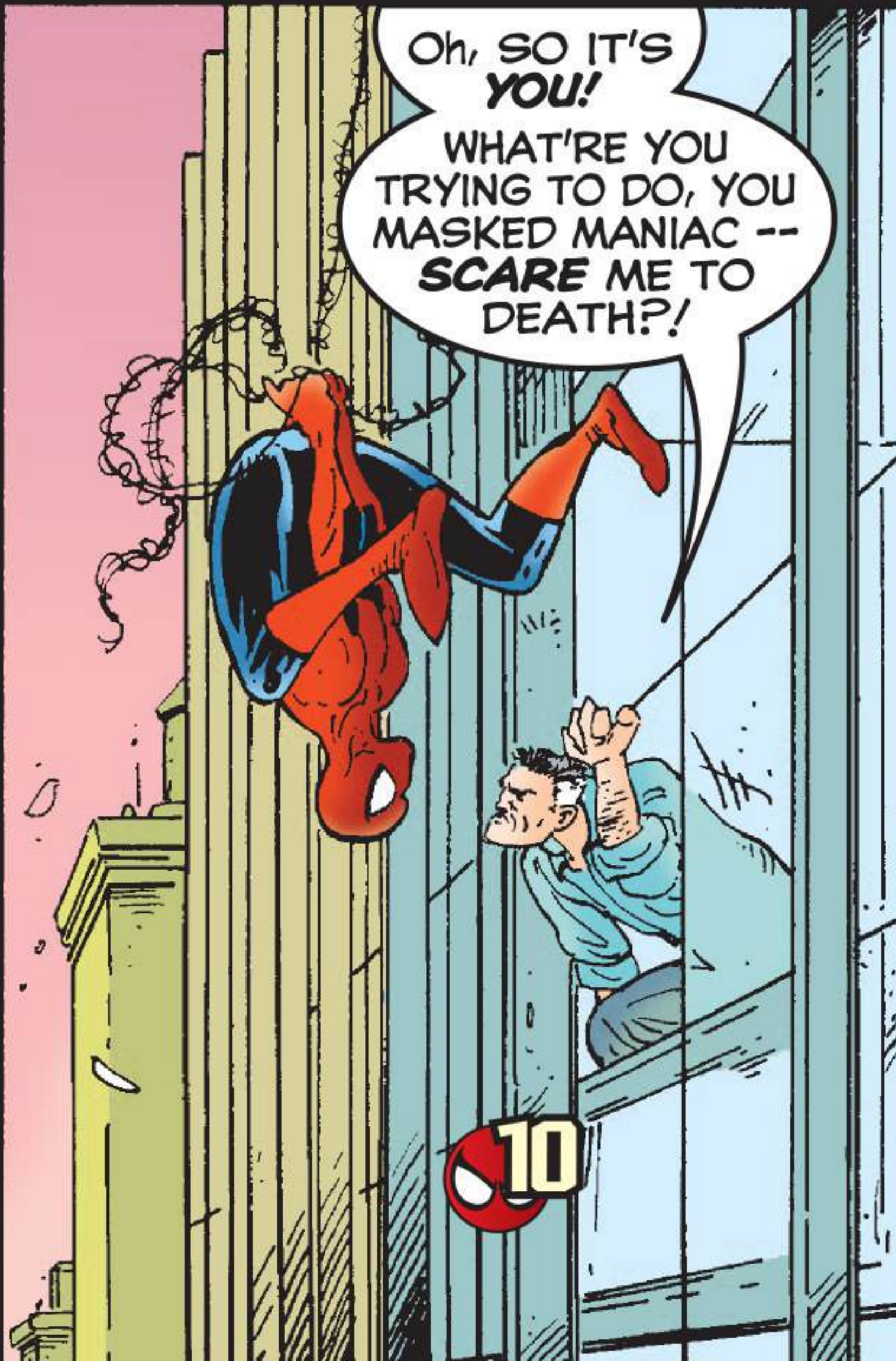


TAP TAP

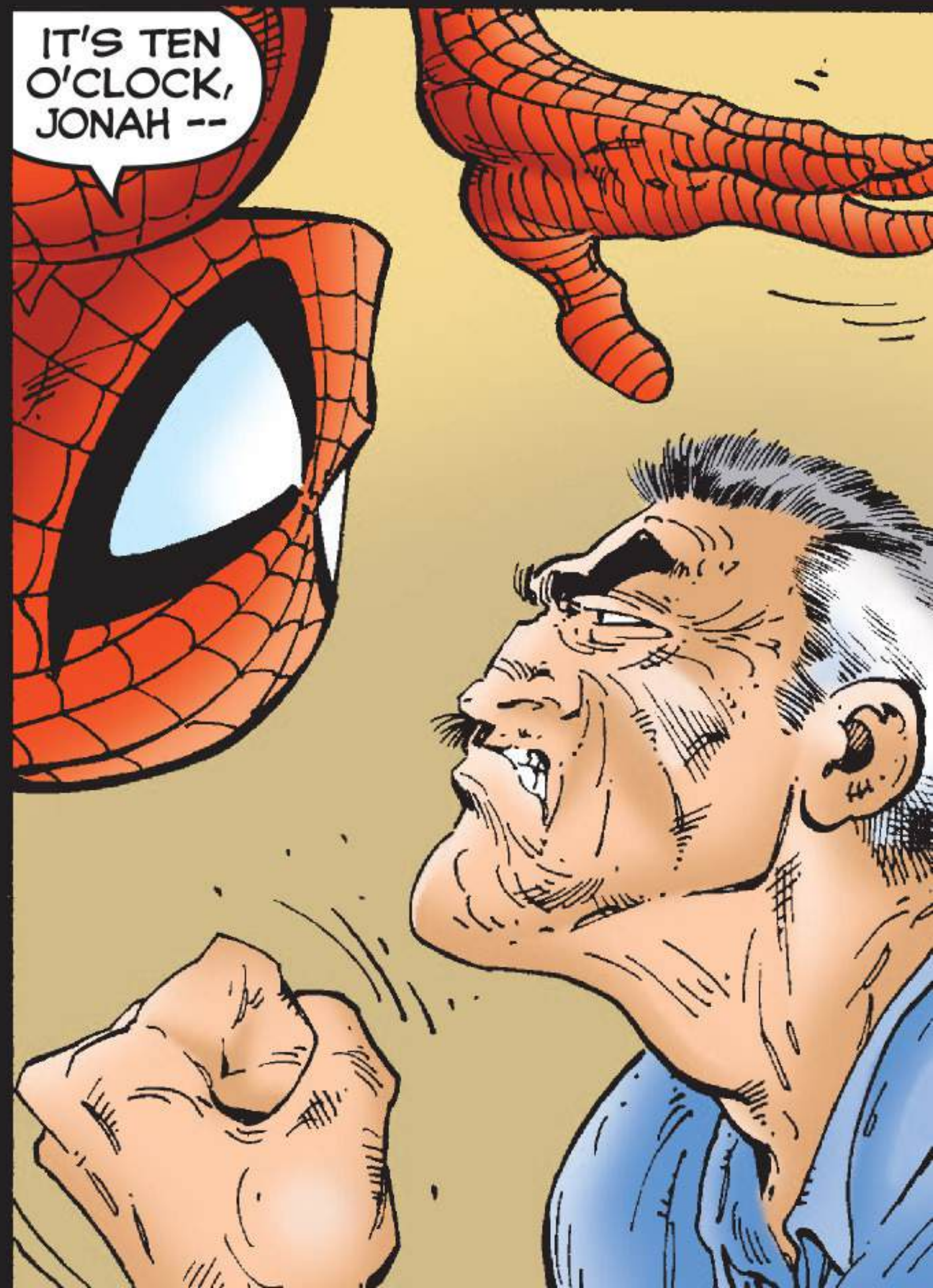
OR MAYBE, AFTER ALL HE'S BEEN THROUGH...



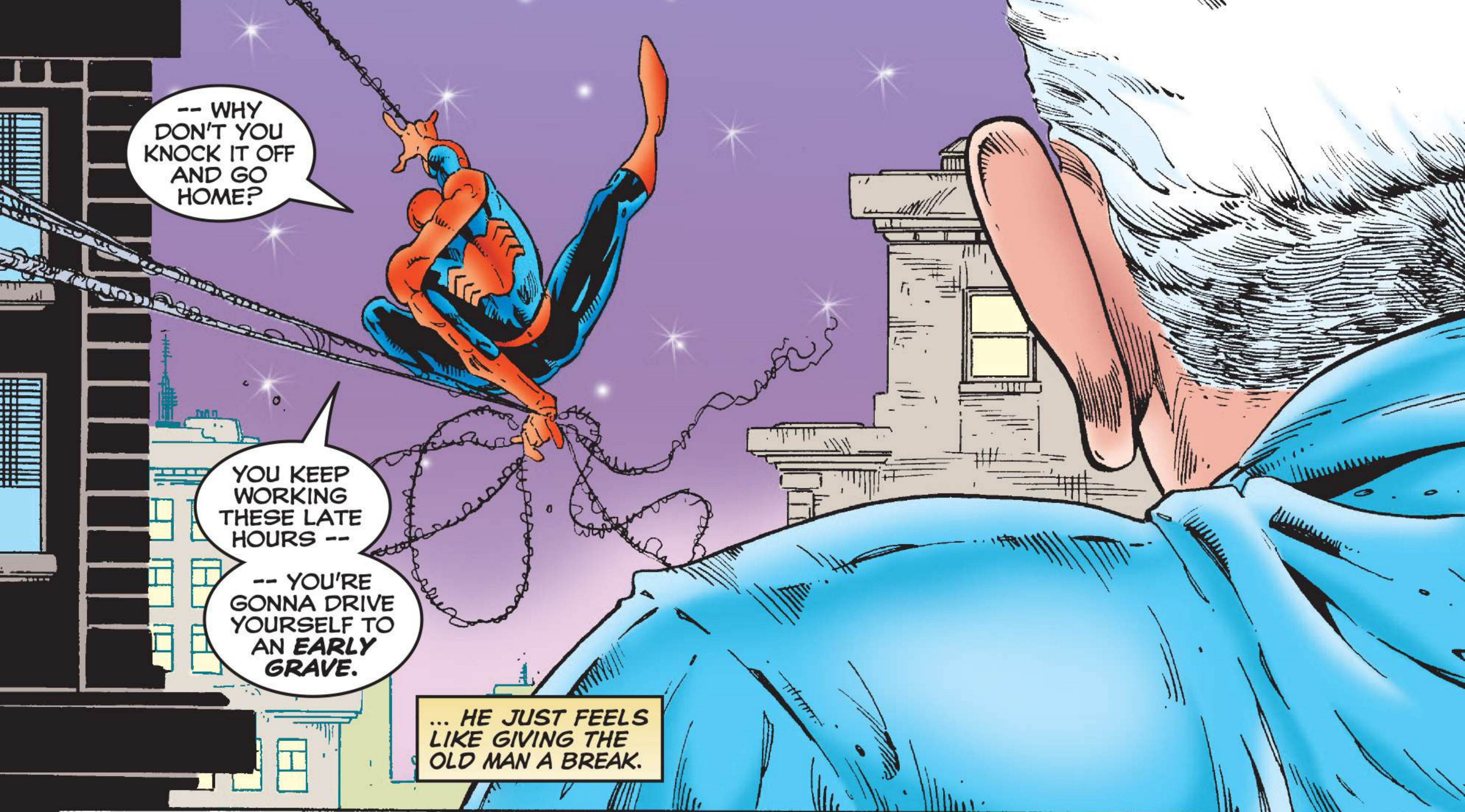
WHO IN THE NAME OF --?!



Oh, SO IT'S YOU!
WHAT'RE YOU TRYING TO DO, YOU MASKED MANIAC -- SCARE ME TO DEATH?!



IT'S TEN O'CLOCK, JONAH --



-- WHY DON'T YOU KNOCK IT OFF AND GO HOME?

YOU KEEP WORKING THESE LATE HOURS --

-- YOU'RE GONNA DRIVE YOURSELF TO AN **EARLY GRAVE.**

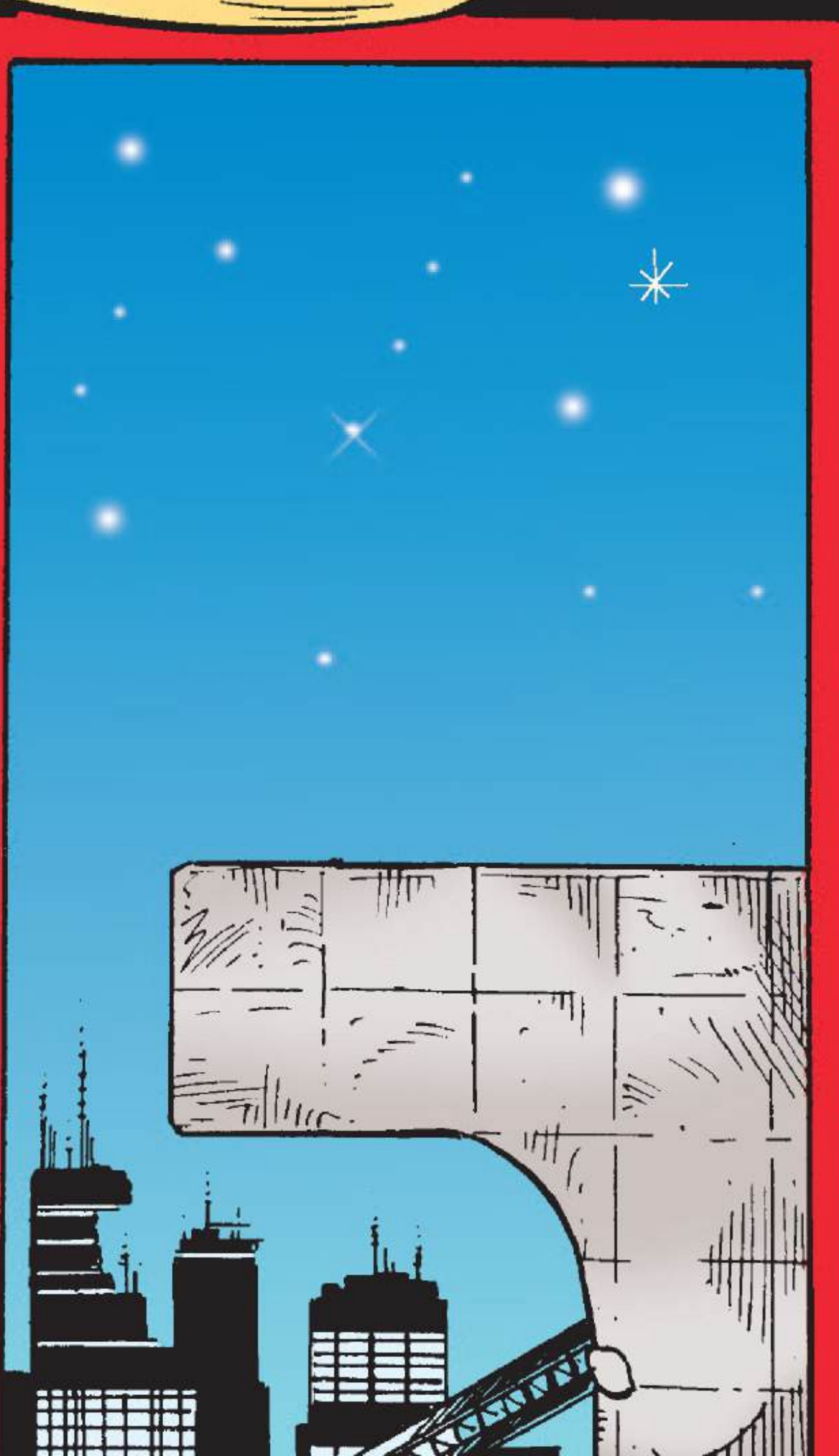
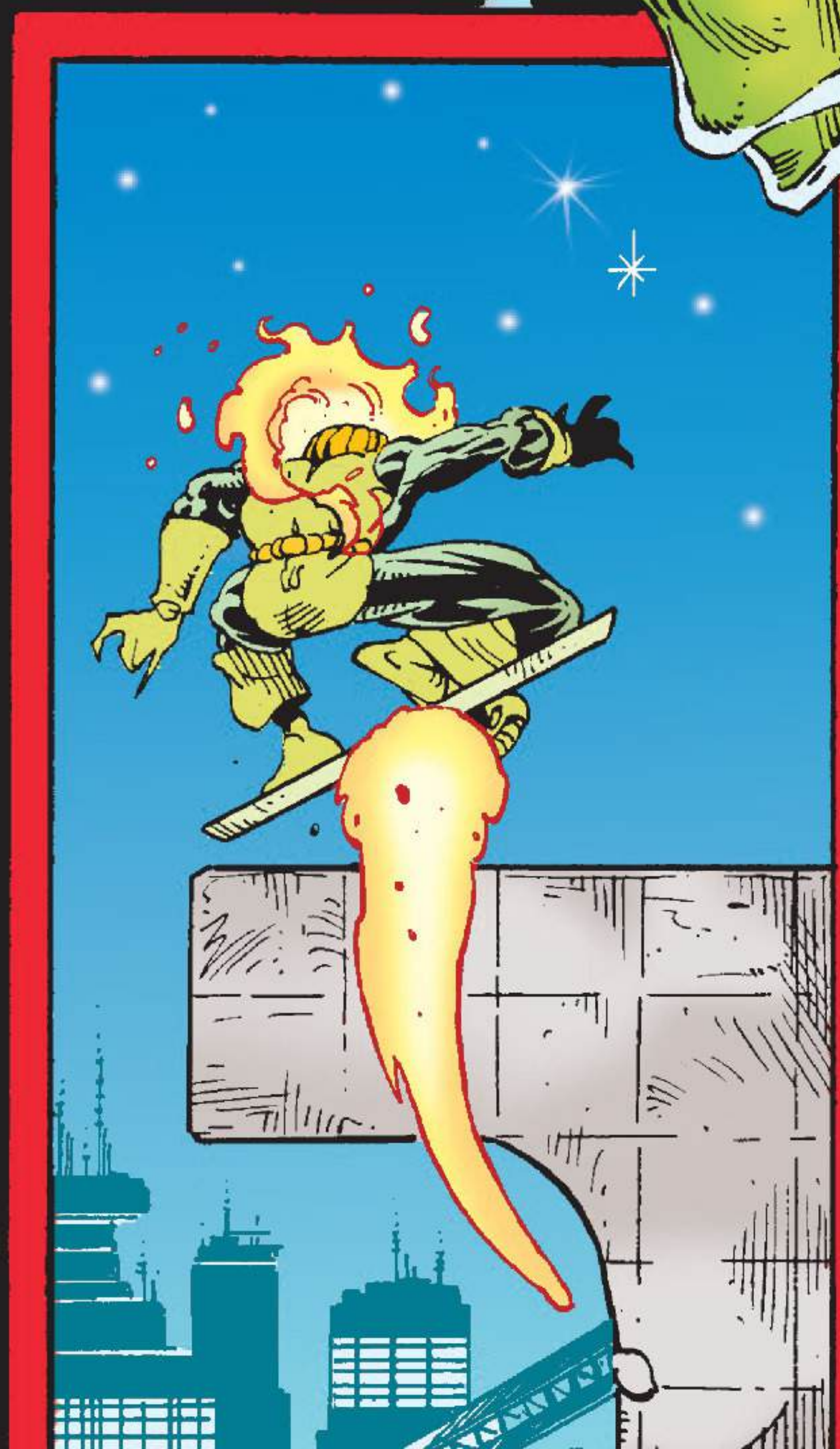
... HE JUST FEELS LIKE GIVING THE OLD MAN A BREAK.

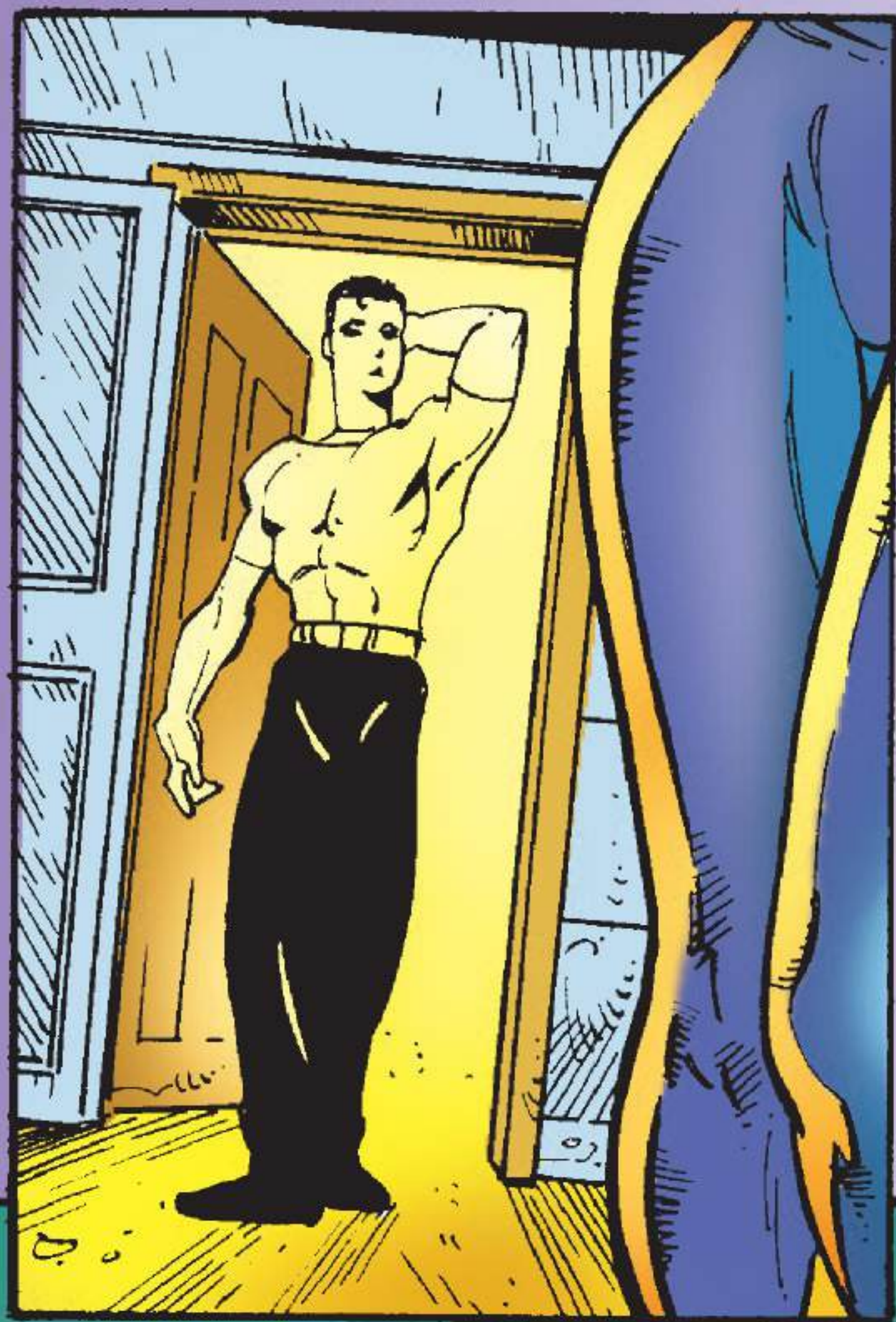
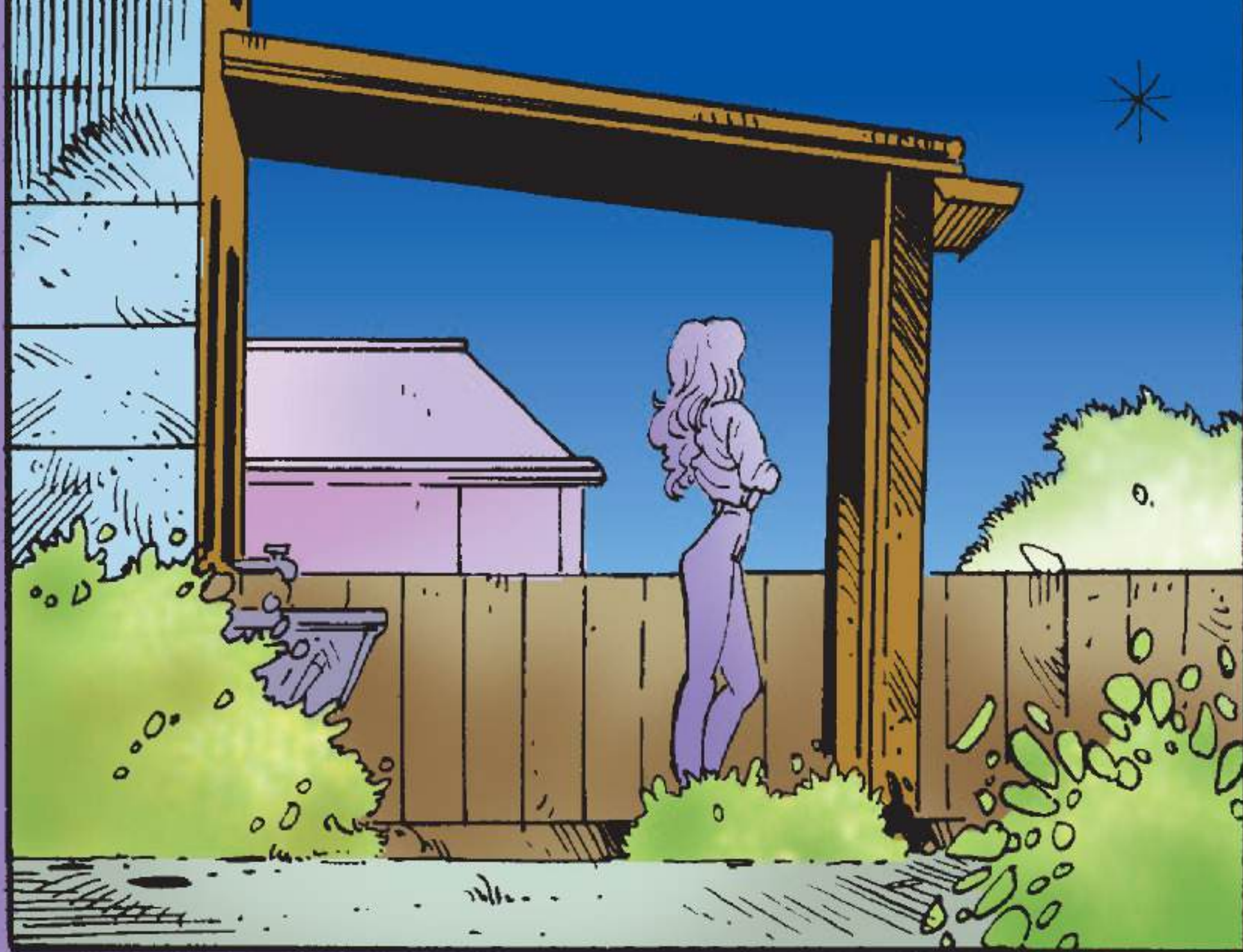


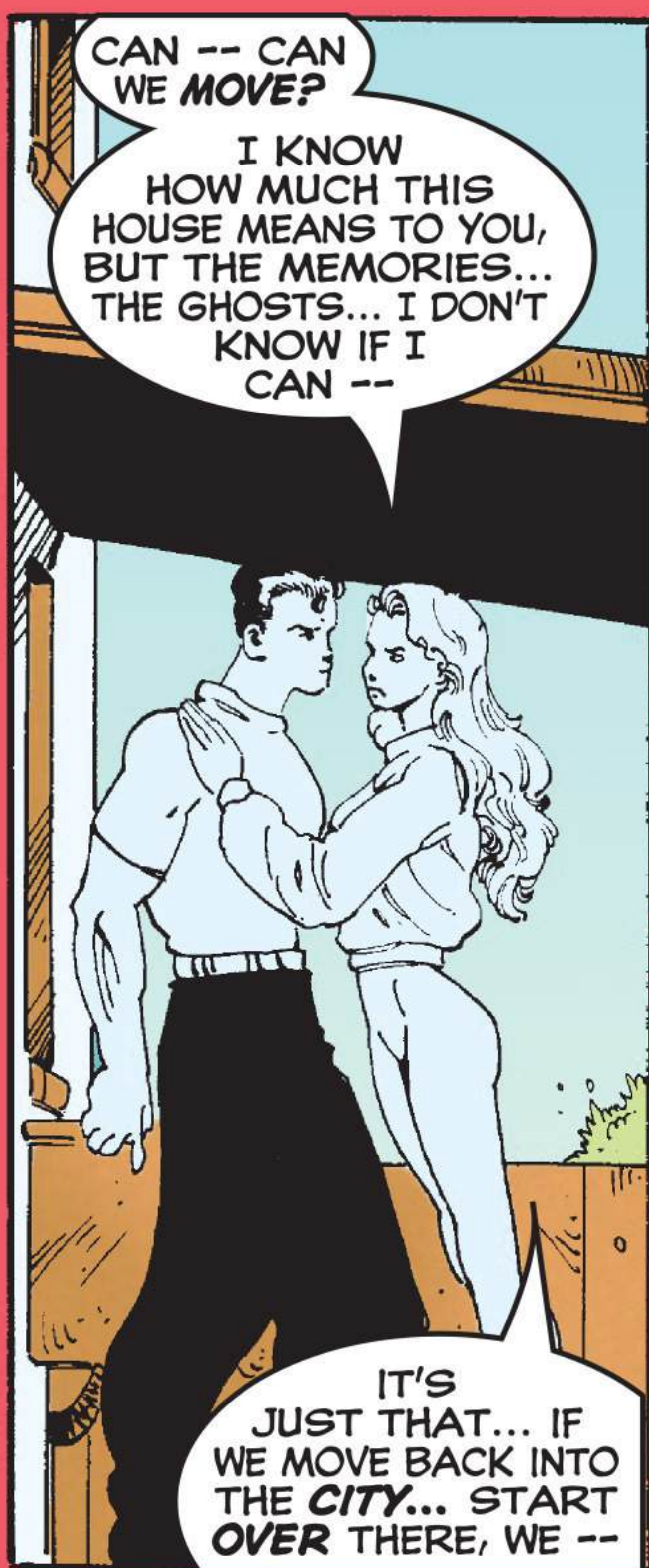
WAIT A MINUTE! AREN'T YOU GONNA **INSULT** ME?

AREN'T YOU GONNA STICK A CIGAR UP MY NOSE -- OR WEB ME TO MY **CHAIR?** AREN'T YOU --









CAN -- CAN WE MOVE?

I KNOW HOW MUCH THIS HOUSE MEANS TO YOU, BUT THE MEMORIES... THE GHOSTS... I DON'T KNOW IF I CAN --

IT'S JUST THAT... IF WE MOVE BACK INTO THE CITY... START OVER THERE, WE --



WHATEVER YOU WANT, DARLIN'.



WHATEVER YOU WANT.



WHAT?

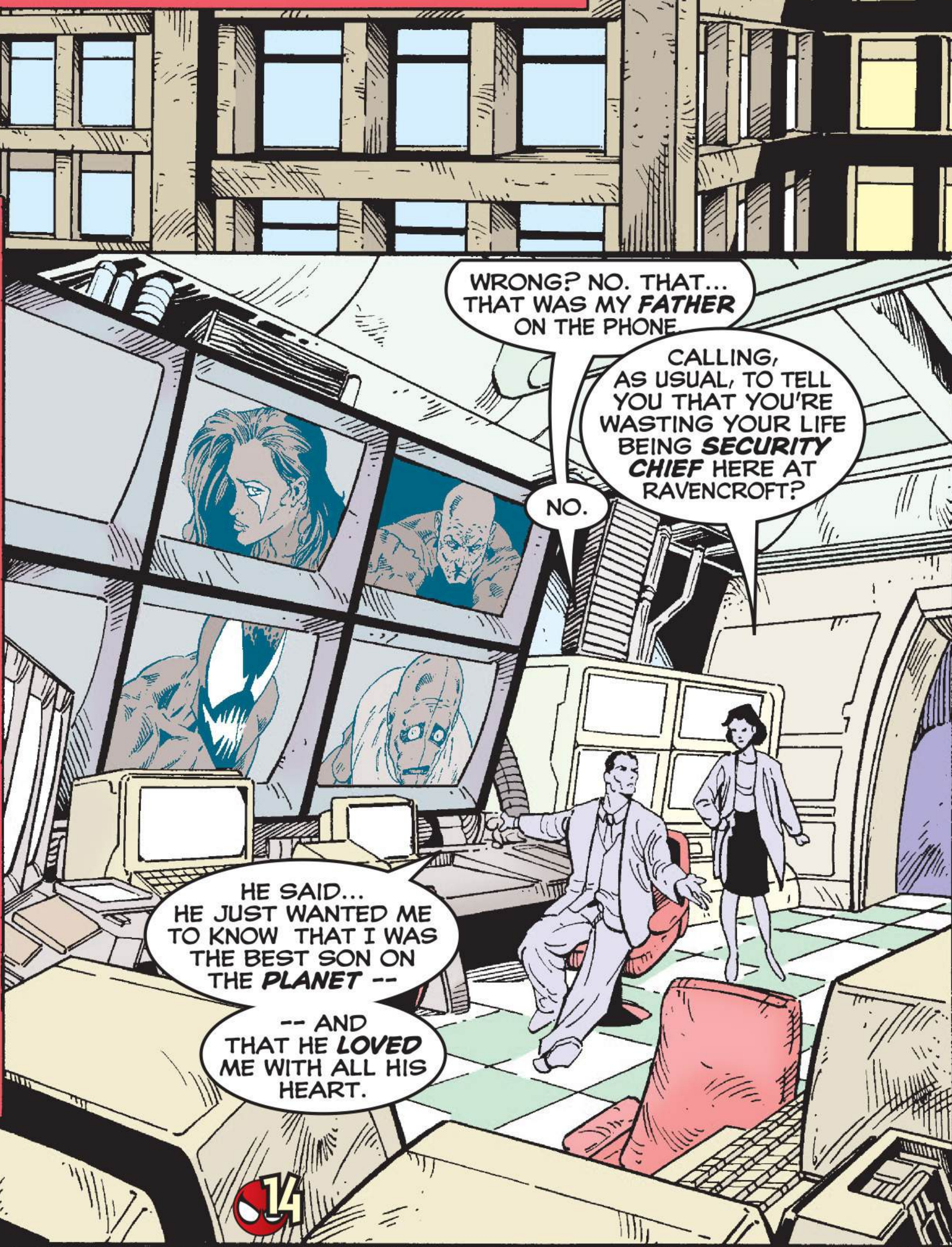
WHAT?



Uh... YEAH. YEAH, DAD.

ME, TOO.

SOMETHING WRONG, JOHN? YOU LOOK LIKE YOU'VE BEEN HIT ON THE HEAD WITH A TWO-BY-FOUR.



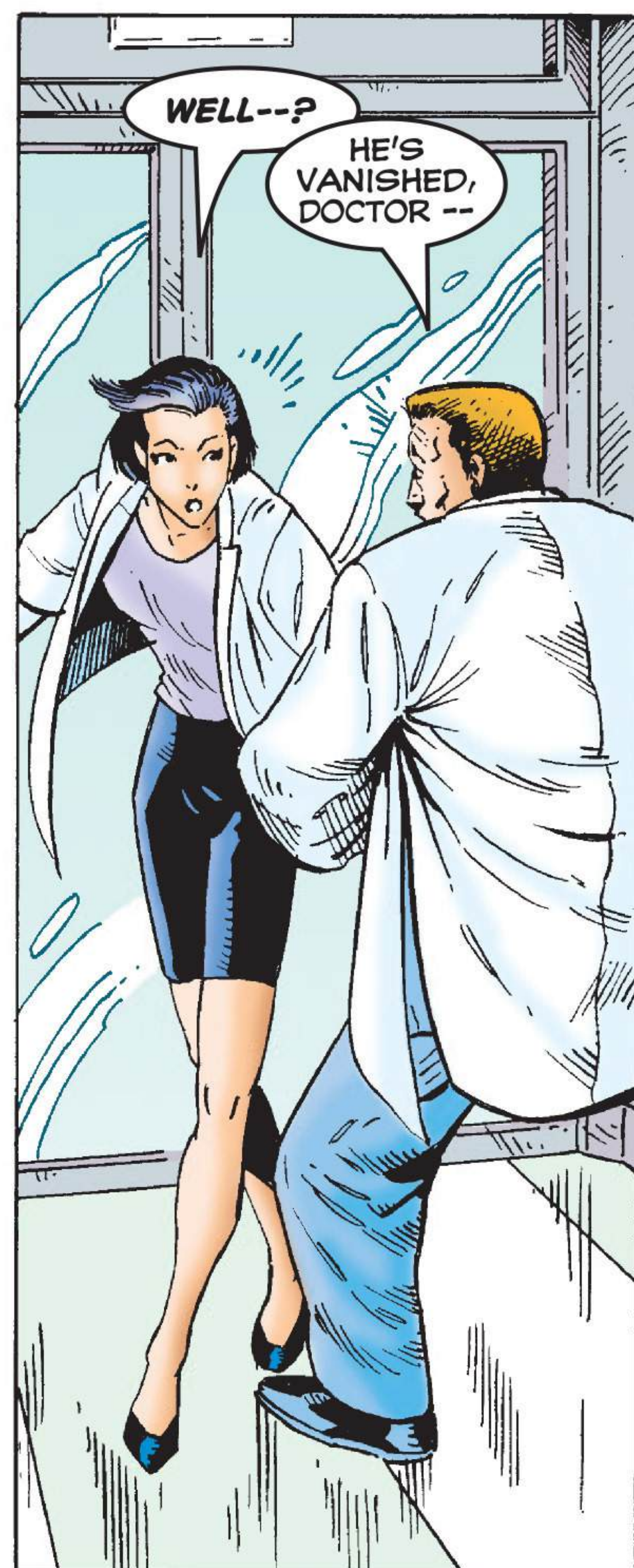
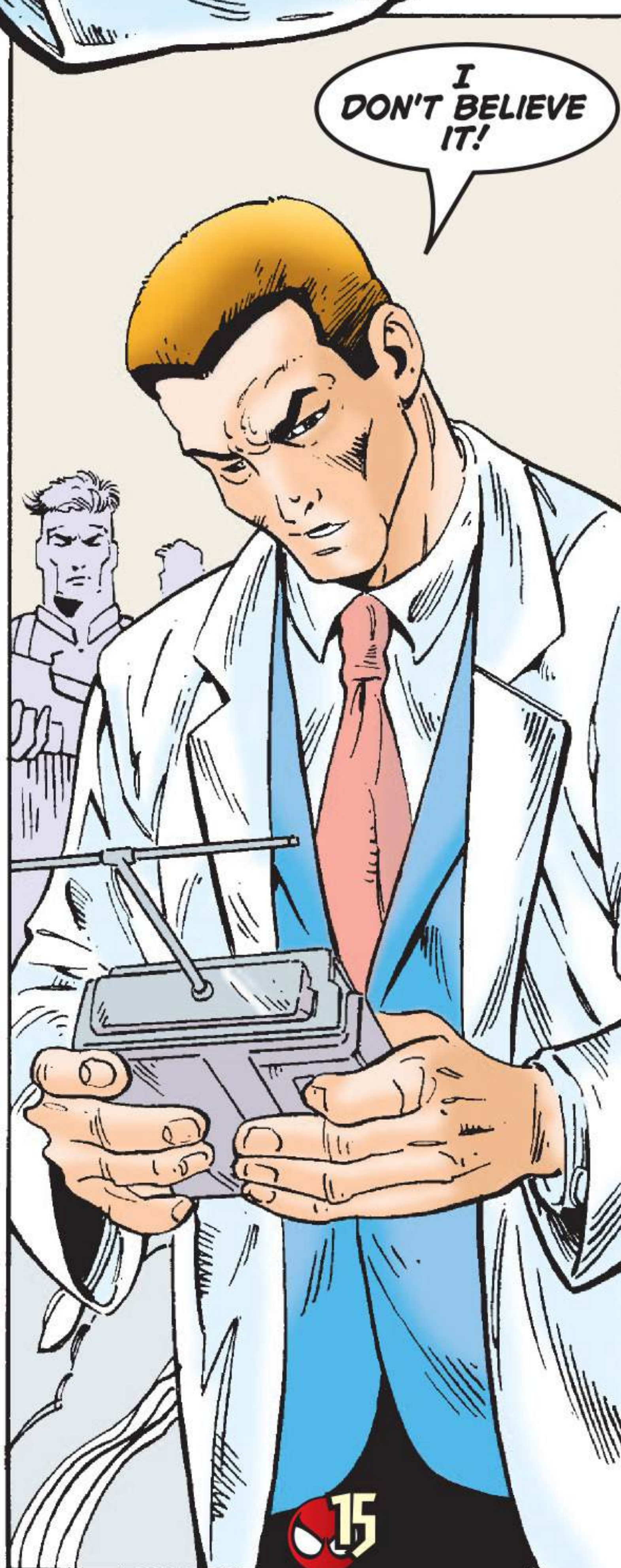
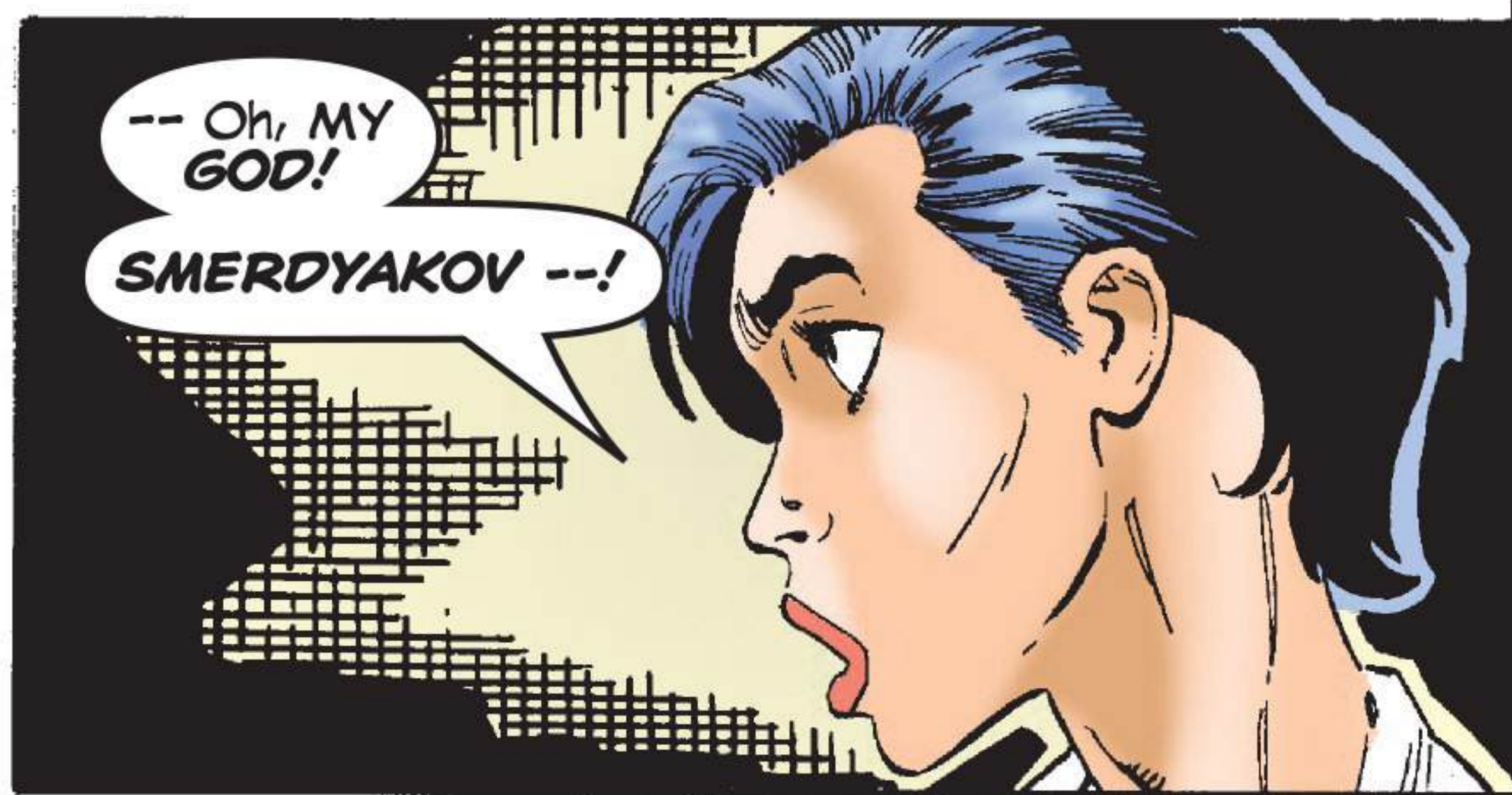
WRONG? NO. THAT... THAT WAS MY FATHER ON THE PHONE

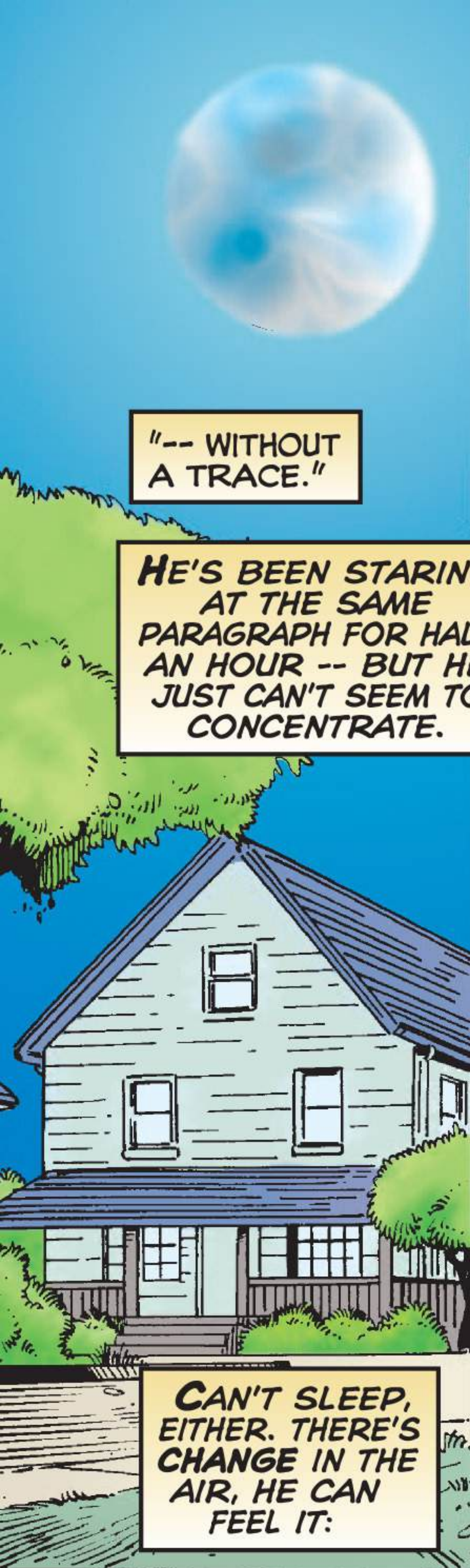
CALLING, AS USUAL, TO TELL YOU THAT YOU'RE WASTING YOUR LIFE BEING **SECURITY CHIEF** HERE AT RAVENCROFT?

NO.

HE SAID... HE JUST WANTED ME TO KNOW THAT I WAS THE BEST SON ON THE **PLANET** --

-- AND THAT HE **LOVED** ME WITH ALL HIS HEART.

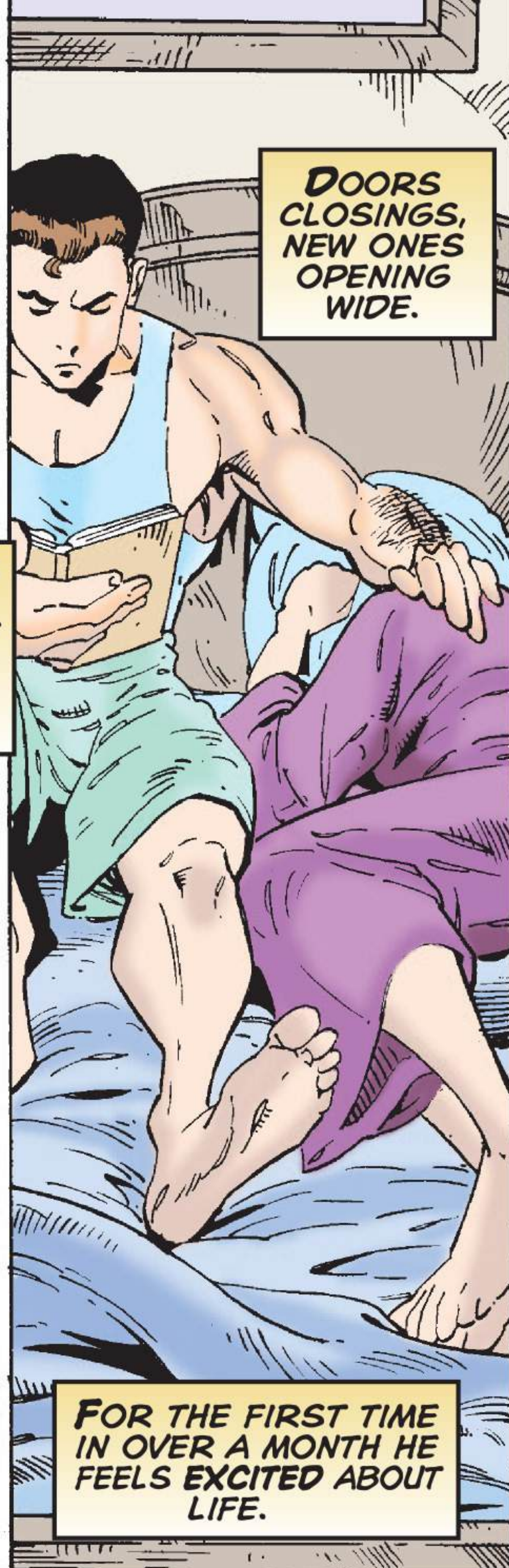




"-- WITHOUT A TRACE."

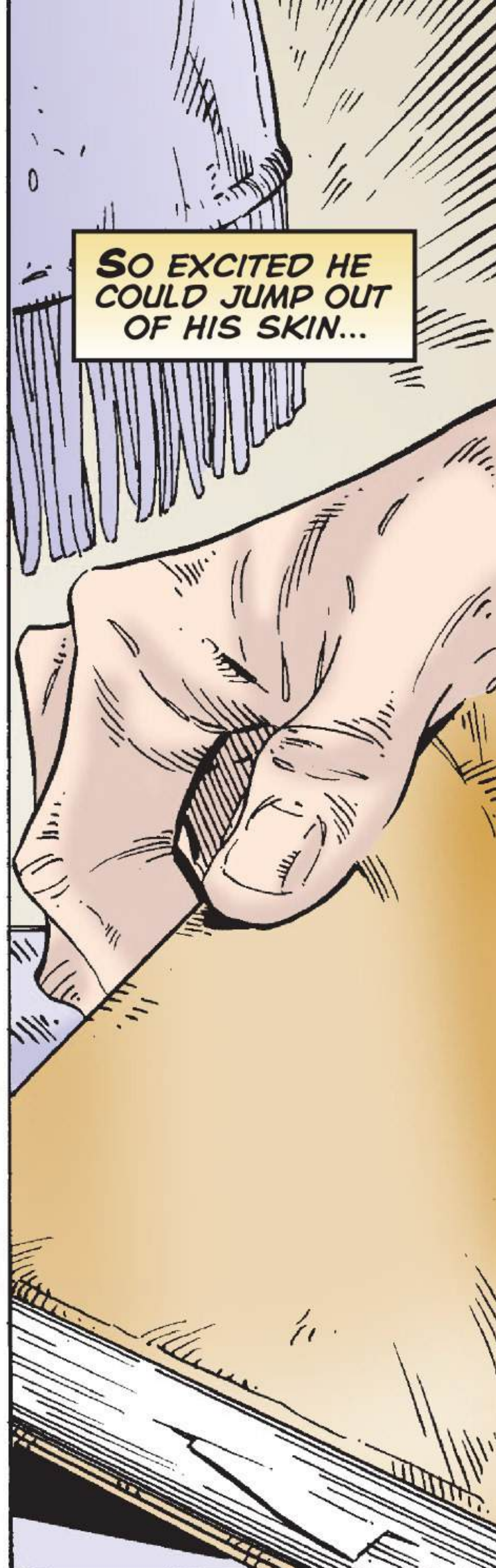
HE'S BEEN STARING AT THE SAME PARAGRAPH FOR HALF AN HOUR -- BUT HE JUST CAN'T SEEM TO CONCENTRATE.

CAN'T SLEEP, EITHER. THERE'S CHANGE IN THE AIR, HE CAN FEEL IT:

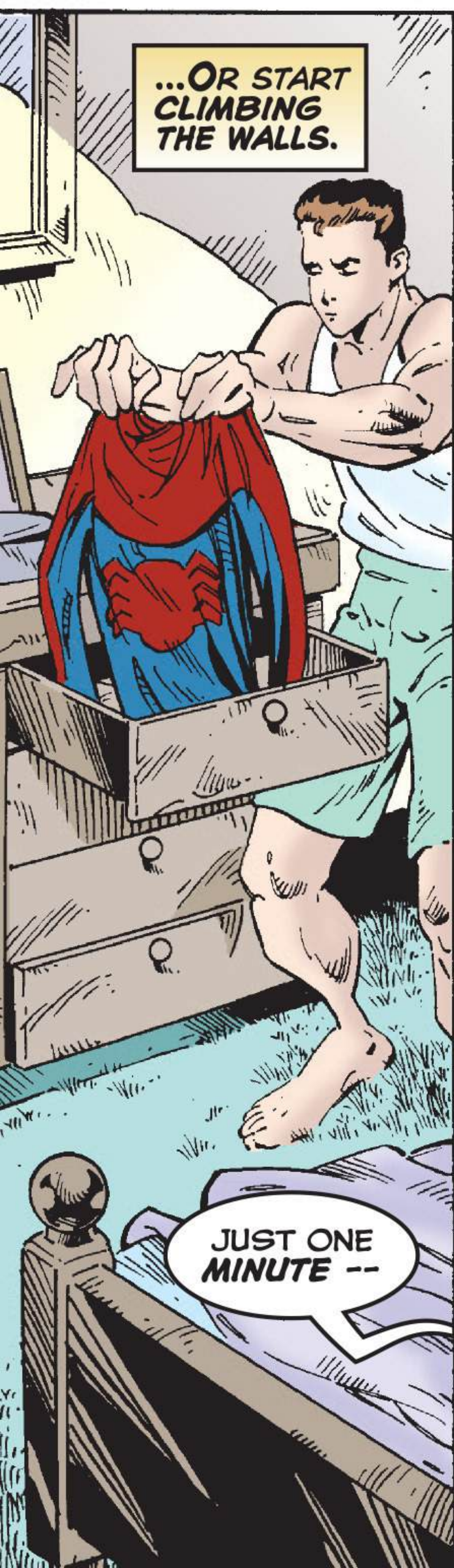
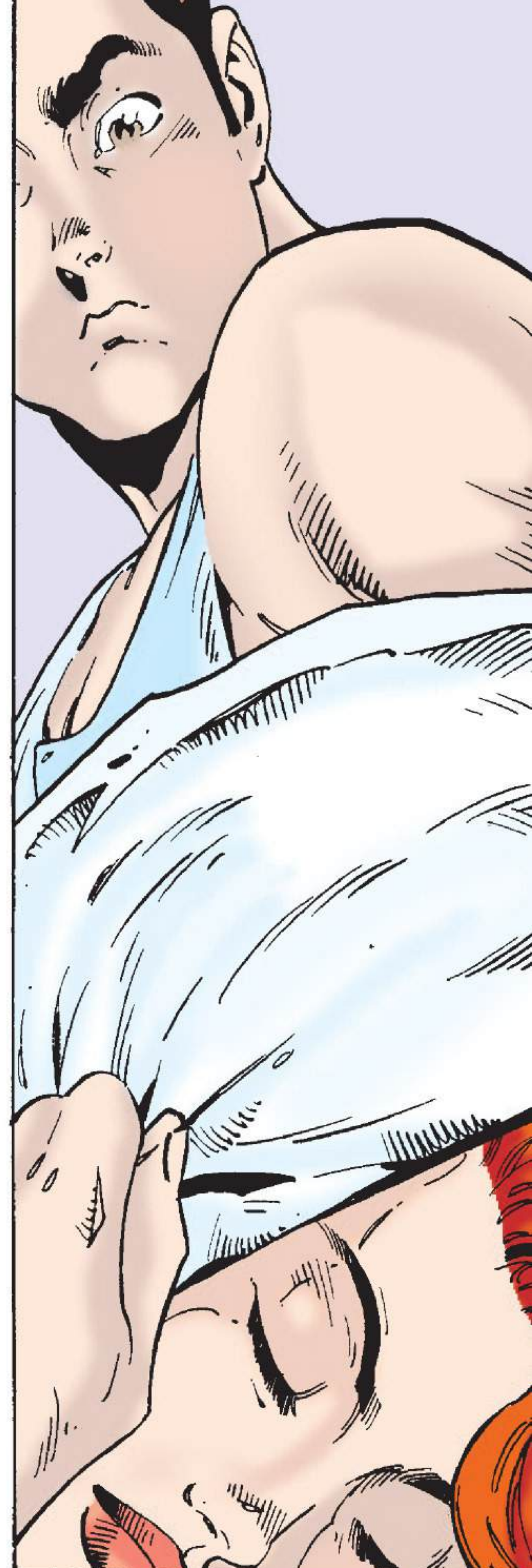


DOORS CLOSINGS, NEW ONES OPENING WIDE.

FOR THE FIRST TIME IN OVER A MONTH HE FEELS EXCITED ABOUT LIFE.

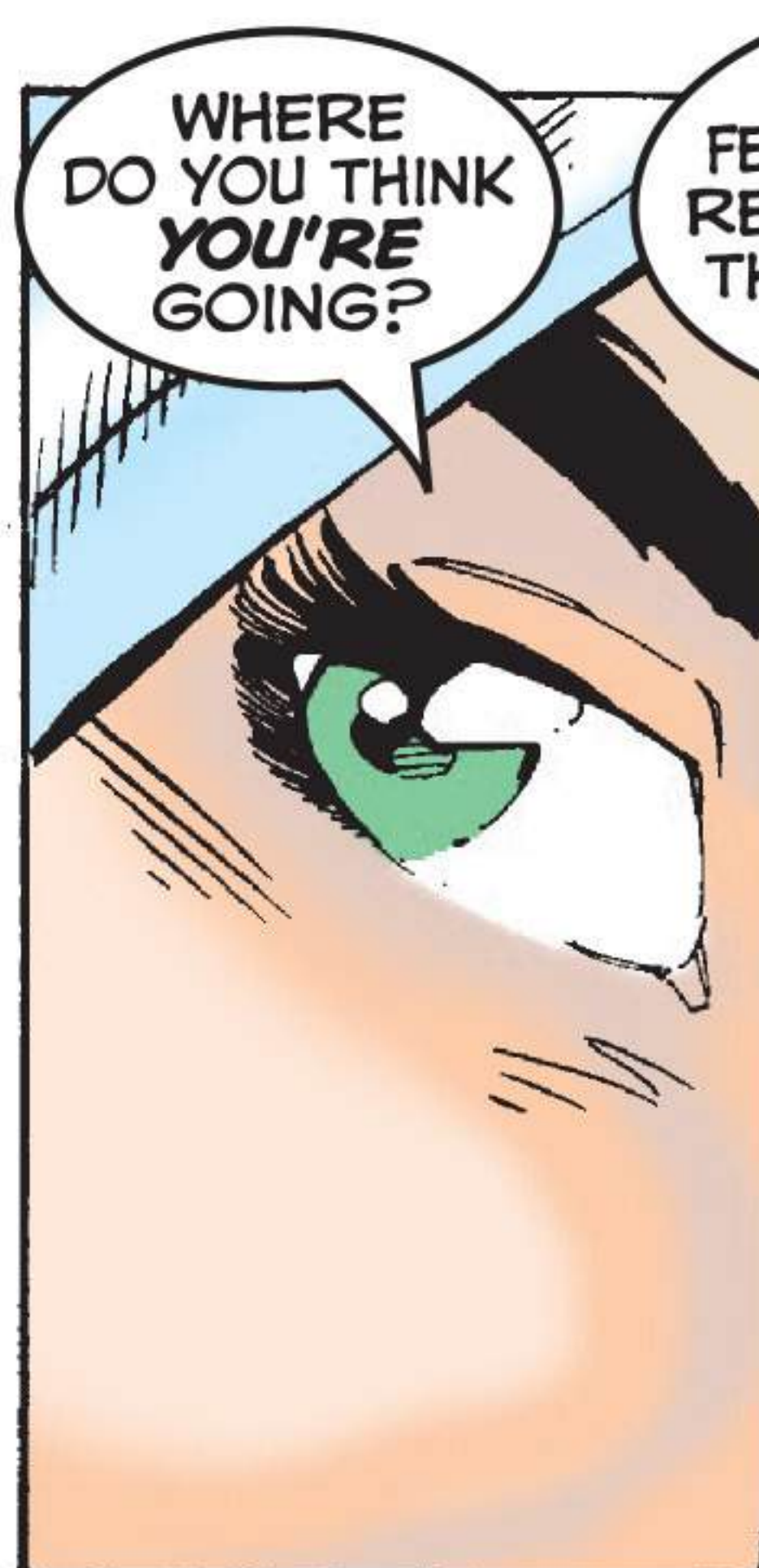


SO EXCITED HE COULD JUMP OUT OF HIS SKIN...



...OR START CLIMBING THE WALLS.

JUST ONE MINUTE --



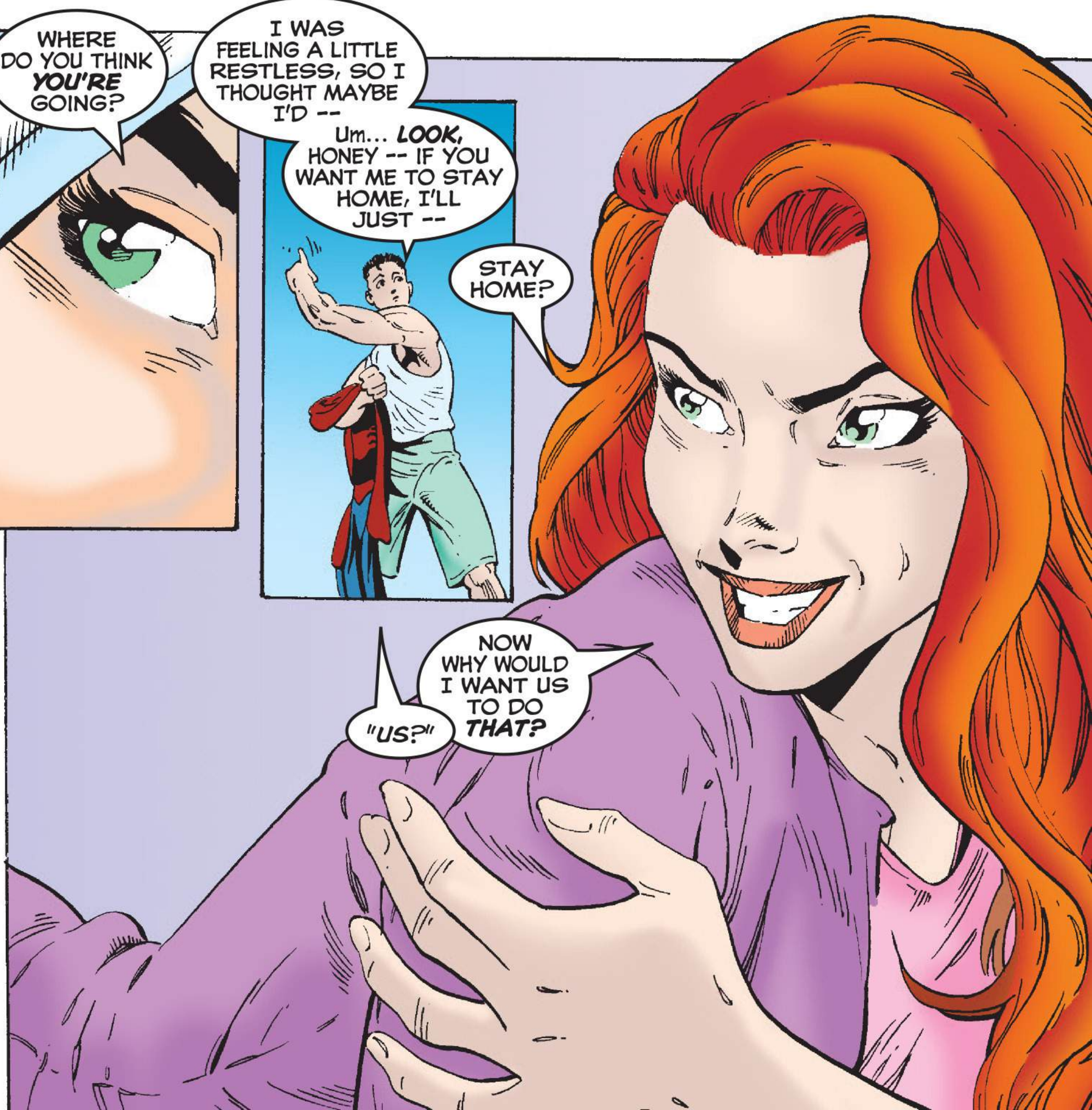
WHERE DO YOU THINK YOU'RE GOING?

I WAS FEELING A LITTLE RESTLESS, SO I THOUGHT MAYBE I'D --



Um... LOOK, HONEY -- IF YOU WANT ME TO STAY HOME, I'LL JUST --

STAY HOME?

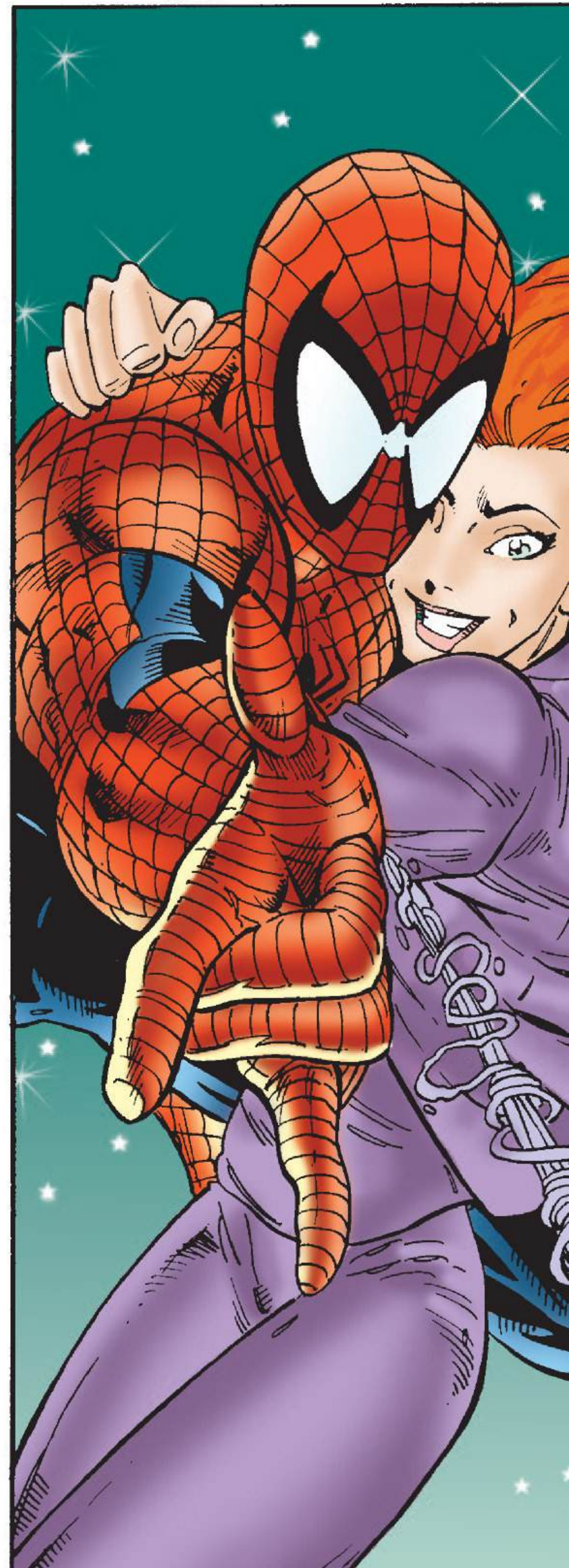
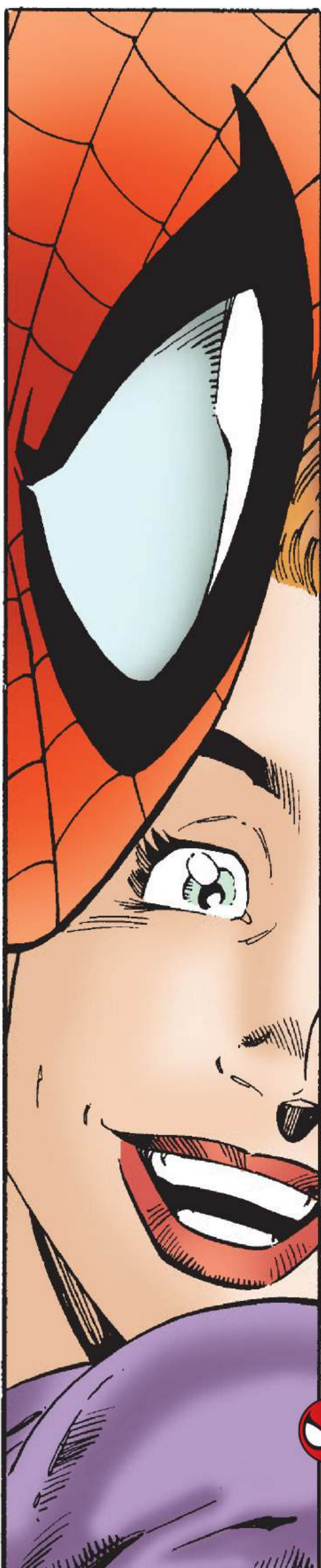


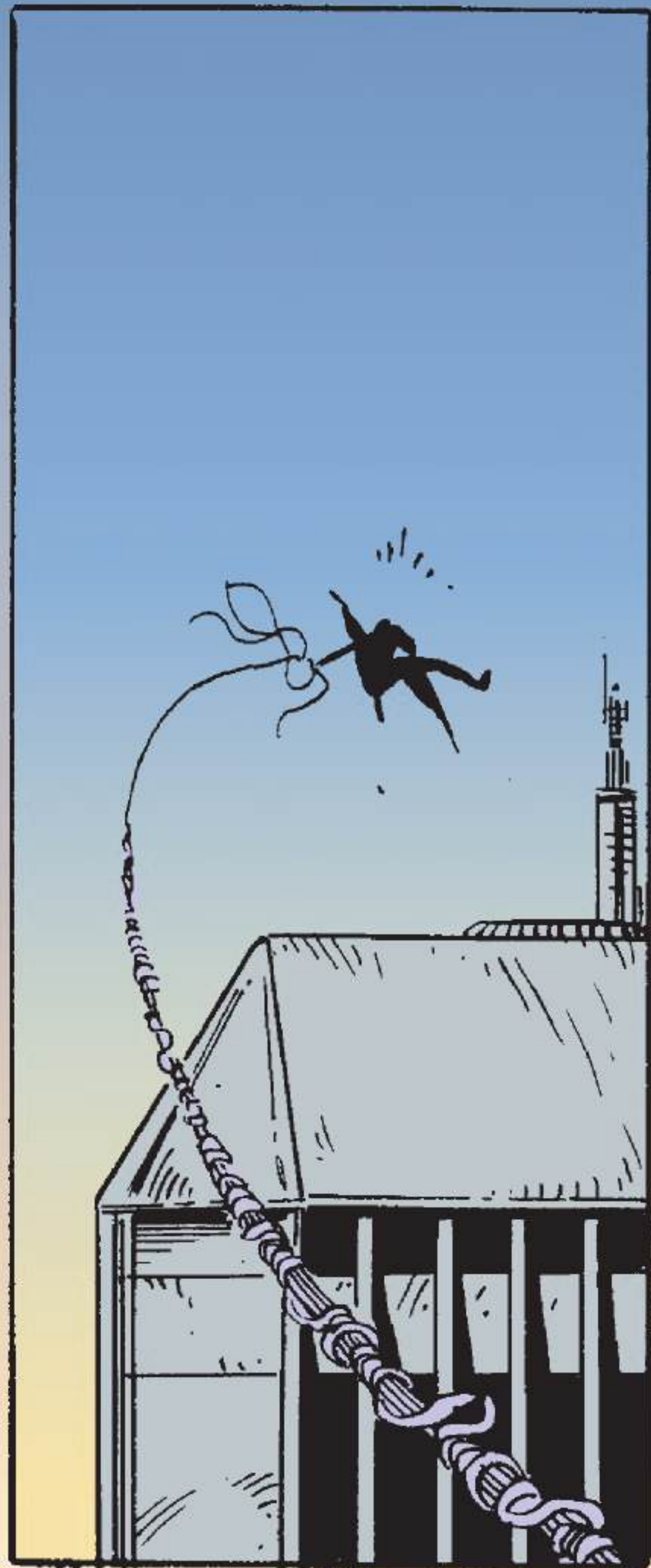
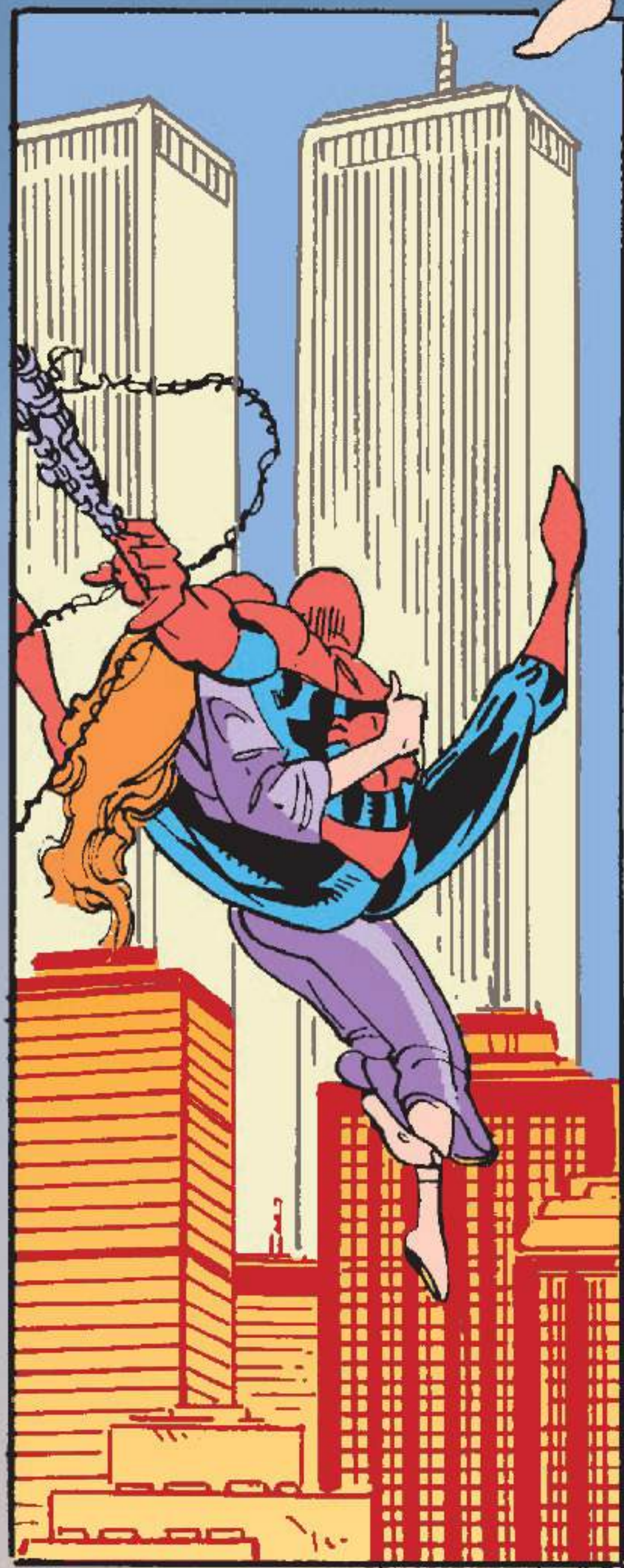
NOW WHY WOULD I WANT US TO DO THAT?

"US?"



us.









IT'S A BEAUTIFUL SUNRISE -- ISN'T IT, PETER?

YEAH -- IT SURE IS, DARLIN'...



"...IT SURE IS."

WHERE AM I, HE WONDERS.

AND HOW DID I GET HERE?

ALONE IN THE DARKNESS, HE SHIVERS... FEELING TERRIBLY SMALL. AND TERRIBLY AFRAID.

HE REMEMBERS BEING A LITTLE BOY, BACK IN RUSSIA. HOW SERGEI WOULD LOCK HIM IN THE TOOLSHED -- SOMETIMES FOR DAYS AT A TIME.



HOW THE BUGS WOULD CRAWL ALL OVER HIM... AND HE'D SCREAM AND WHIMPER AND BEG TO BE LET OUT. HOW HE'D CLAW AT THE WALLS TILL HIS NAILS WERE CRACKED AND HIS FINGERS WERE BLOODY.



AND SERGEI...

DON'T BE AFRAID, DMITRI.

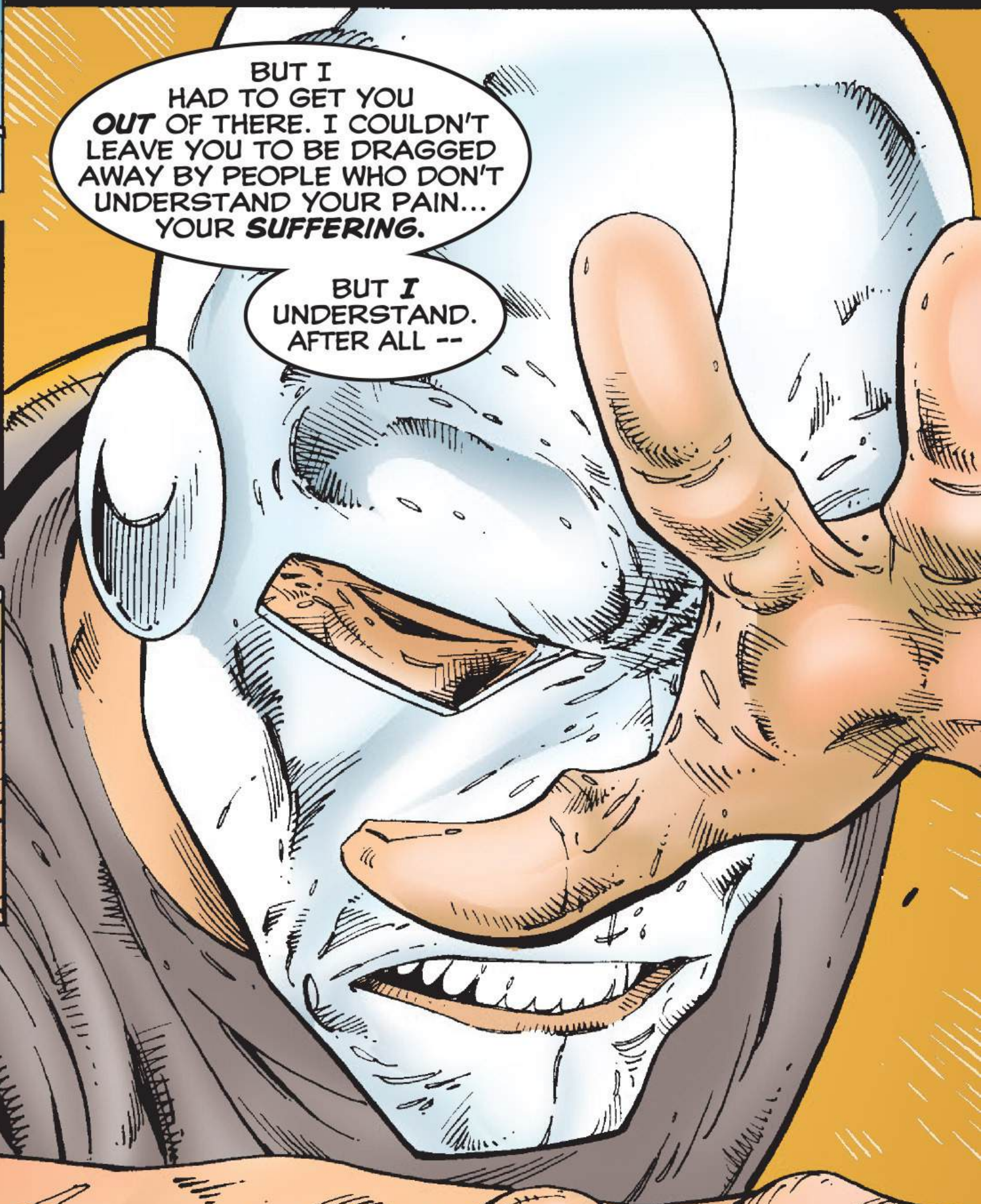


...SERGEI WOULD LAUGH.

YOU'RE NOT ALONE.

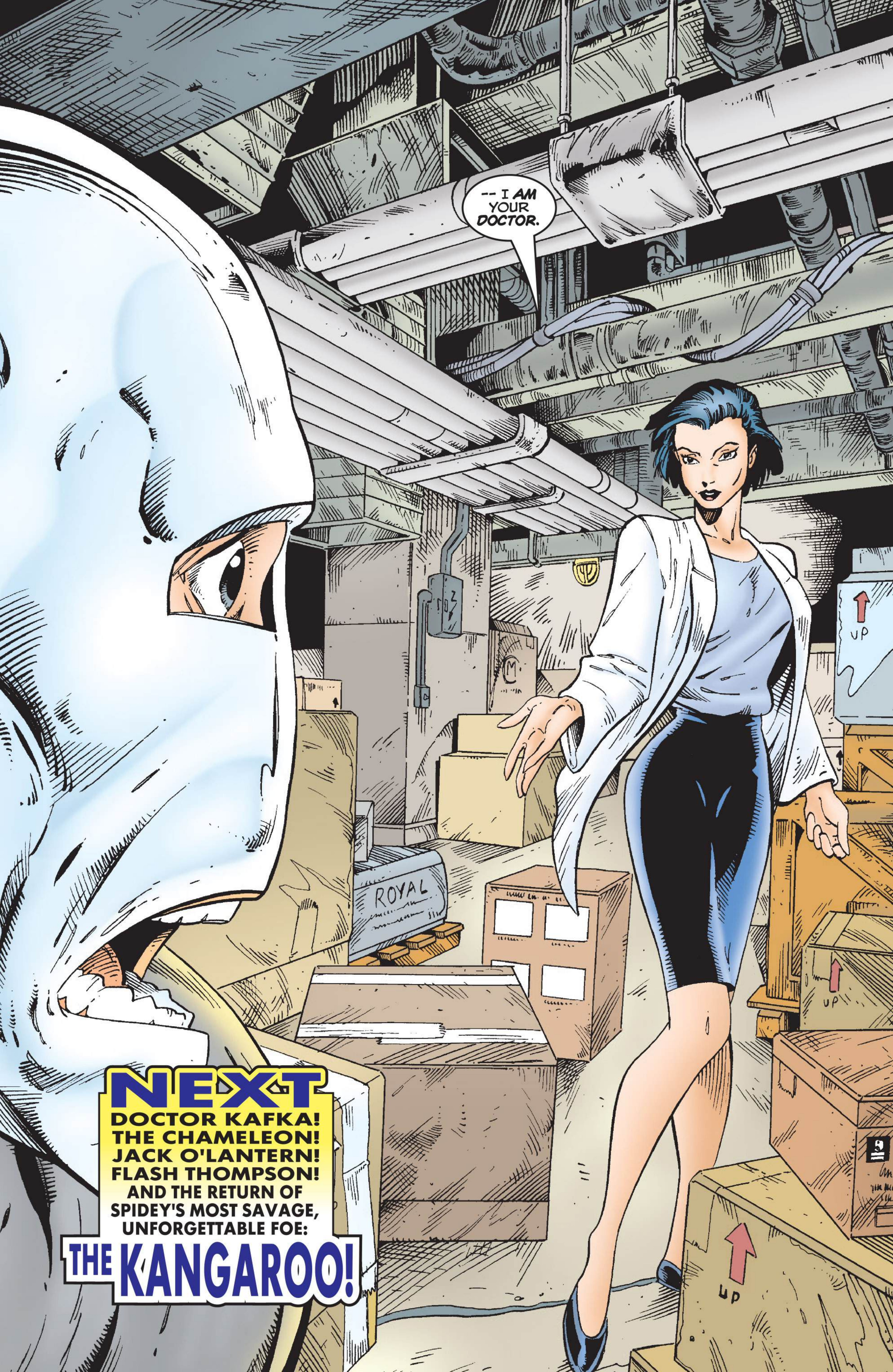


I HAVEN'T ABANDONED YOU.



BUT I HAD TO GET YOU OUT OF THERE. I COULDN'T LEAVE YOU TO BE DRAGGED AWAY BY PEOPLE WHO DON'T UNDERSTAND YOUR PAIN... YOUR **SUFFERING**.

BUT **I** UNDERSTAND. AFTER ALL --

A comic book illustration of Doctor Kafka, a woman with short dark hair, wearing a white lab coat over a blue top and black skirt. She is standing in a warehouse filled with cardboard boxes. A large, stylized white shape on the left side of the frame contains a large eye and a mouth, looking towards her. A speech bubble from the eye says "-- I AM YOUR DOCTOR." The warehouse has a complex ceiling with pipes and a sign that says "UP" with an arrow pointing up. A box in the background is labeled "ROYAL".

-- I AM
YOUR
DOCTOR.

NEXT

**DOCTOR KAFKA!
THE CHAMELEON!
JACK O'LANTERN!
FLASH THOMPSON!
AND THE RETURN OF
SPIDEY'S MOST SAVAGE,
UNFORGETTABLE FOE:**

THE KANGAROO!



SPIDER-MAN: THE OSBORN JOURNAL

THE SINISTER
SECRETS OF
SPIDER-MAN'S
GREATEST
FOE!

DIARY
of a
MADMAN
KYLE GIBBONS



THE OSBORN JOURNAL

GLENN GREENBERG

writer

KYLE HOTZ

pencils

JASON MOORE

KYLE HOTZ

AL MILGROM

inks

RICHARD STARKINGS/COMICRAFT

letters

MARK BERNARDO

colors

JOE ANDREANI

assistant edits

RALPH MACCHIO

edits

BOB HARRAS

chief

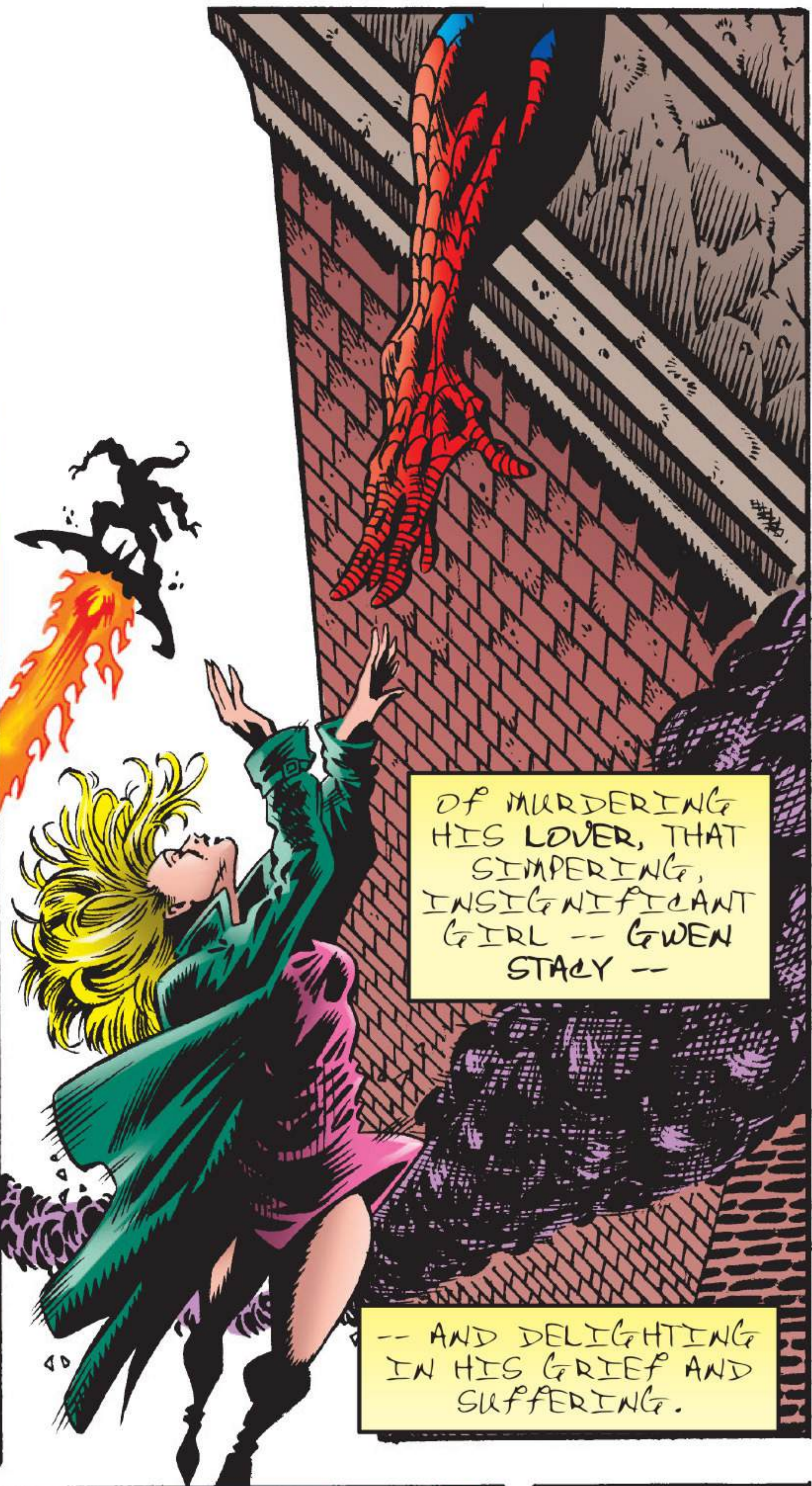


THE
MEMORIES
BURN WITHIN
MY MIND LIKE
A RAGING
INFERNO...

...FUELED
BY MY
ANGER AND
HATRED.

MEMORIES
OF SEVEN
YEARS AGO...

...AND MY BATTLE
ON THAT BRIDGE,
WITH MY
GREATEST ENEMY.



OF MURDERING
HIS LOVER, THAT
SIMPERING,
INSIGNIFICANT
GIRL -- GWEN
STACY --

-- AND DELIGHTING
IN HIS GRIEF AND
SUFFERING.



MEMORIES OF OUR
FINAL SHOWDOWN,
WHERE THE FATES
TURNED AGAINST
ME...



...AND I
DIED.

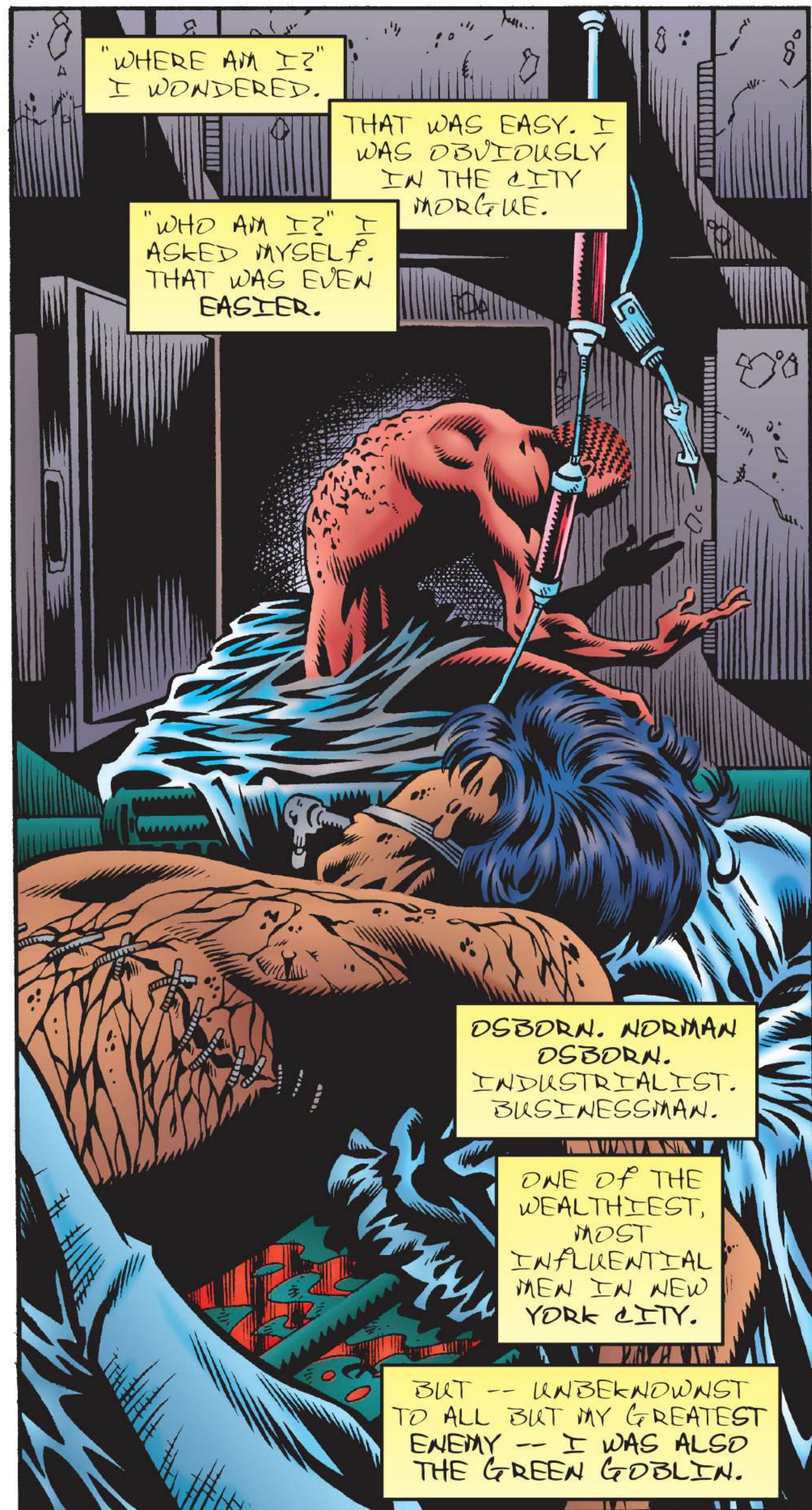
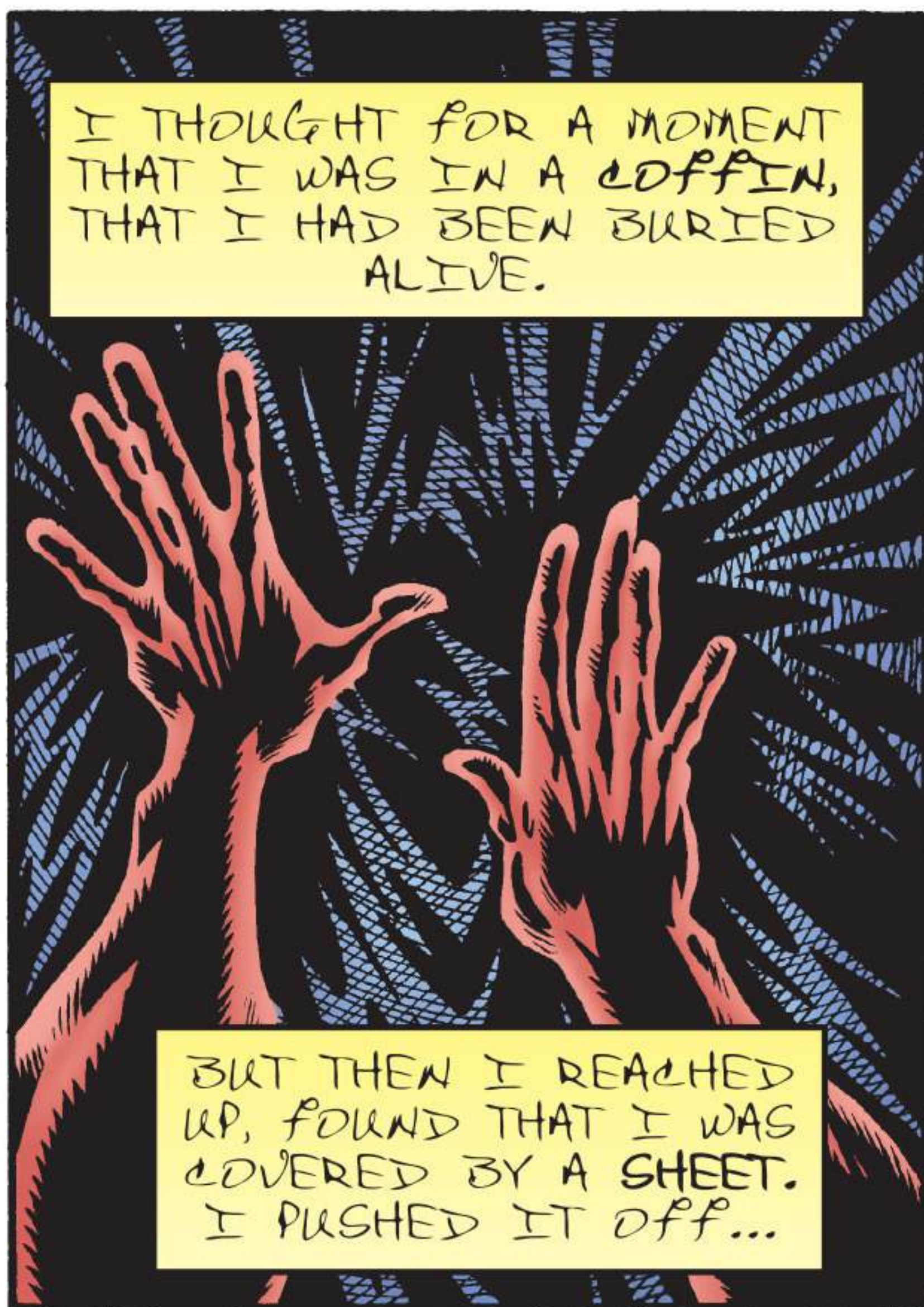


OR SO I
THOUGHT.

WHEN MY EYES SNAPPED OPEN AGAIN, I WAS IMMERSSED IN DARKNESS.

I THOUGHT PERHAPS I HAD GONE BLIND.

I THEN REALIZED I WAS IN A CRAMMED SPACE OF SOME SORT.



AND I WAS FAR FROM DEAD!



BUT IT WAS JUST THE FIRST OF MANY I WOULD EXPERIENCE OVER THE NEXT SEVEN YEARS.



SEVEN YEARS, IN WHICH I WOULD LEARN, ADAPT, GROW...



...EXPAND MY HORIZONS --



-- FARTHER THAN I EVER DREAMED POSSIBLE!



AND ALL THE WHILE...

...I PLANNED AND PLOTTED, AND WAITED FOR THE DAY TO ARRIVE...



...WHEN I WOULD FINALLY STRIKE BACK!

THIS DAY IS UPON ME, AT LONG LAST.

NOW, AS I STAND ON THE BRINK OF A SWEET, LONG-DESERVED REVENGE AGAINST PETER PARKER -- SPIDER-MAN -- THE ONE I HATE MOST IN ALL THE WORLD...

...I FIND MYSELF REFLECTING ON THE PAST, ON THE LAST SEVEN YEARS...

...AND THE LONG, TUMULTUOUS JOURNEY I EMBARKED UPON TO GET TO THIS POINT.



Stan
Lee
presents:

SPIDER-MAN!

THE OSBORN JOURNALS

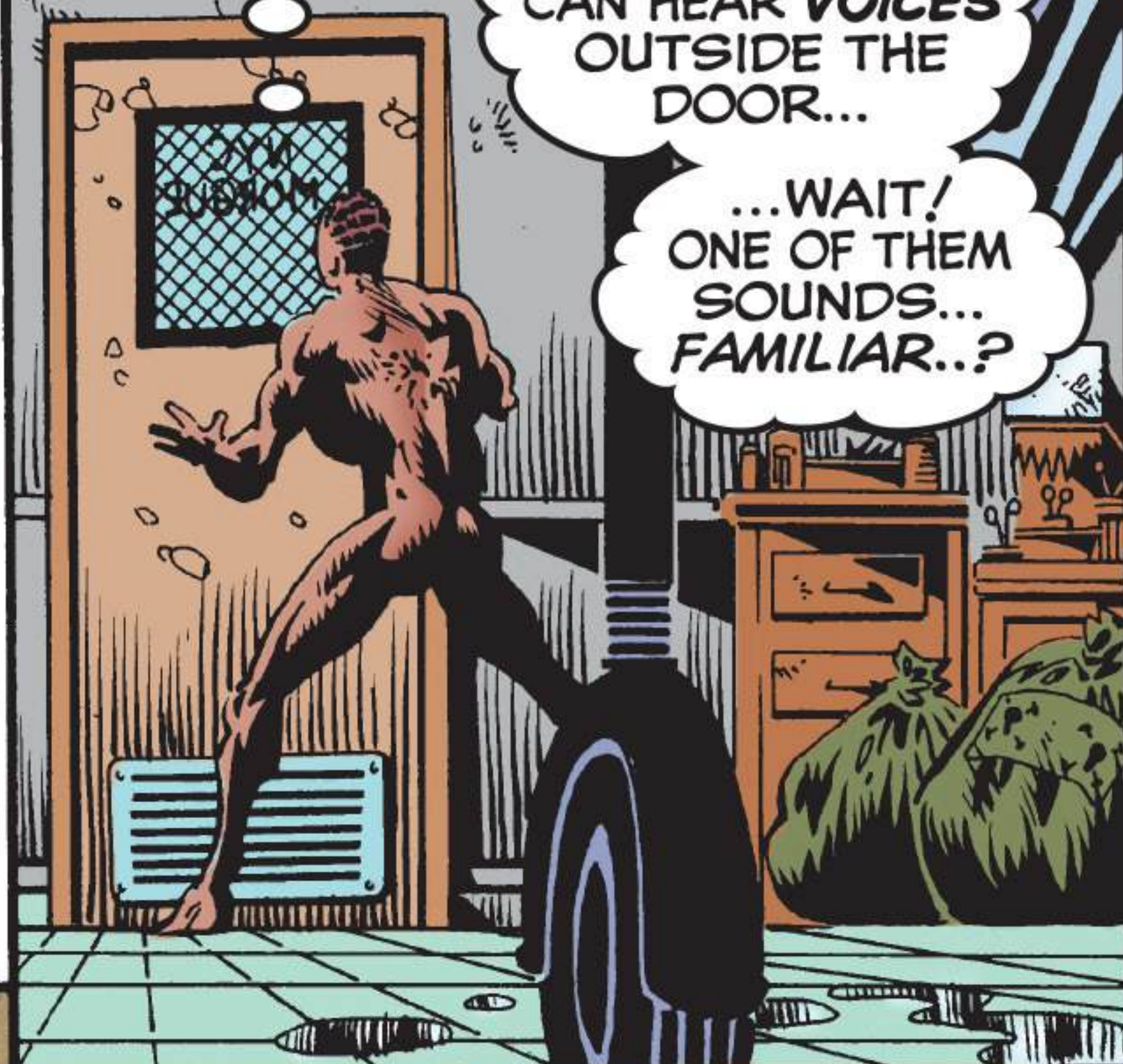
FOLLOWING MY
"REBIRTH"...



THIS
AUTOPSY
REPORT... IT'S
ABOUT *ME*! BUT
HOW CAN
THAT BE?

NO AUTOPSY'S BEEN
PERFORMED ON ME YET!

I'LL FIGURE
IT OUT *LATER*! I
HAVE TO GET *OUT*
OF
HERE! HAVE TO FIND
OUT IF I'VE BEEN
EXPOSED AS THE
GREEN GOBLIN!



BETTER
MOVE FAST! I
CAN HEAR *VOICES*
OUTSIDE THE
DOOR...

...WAIT!
ONE OF THEM
SOUNDS...
FAMILIAR..?

HARRY?!
WHAT'S MY
SON DOING
HERE?

I WOULD'VE
THOUGHT HE'D
BE TOO ADDLE-
BRAINED FROM
ALL THE *DRUGS*
HE TAKES TO BE
ANYWHERE BUT
IN *BED*!



AND ...
WHY IS HE
PAYING OFF THE
CORONER..?

THAT, TOO, WOULD HAVE TO
BE FIGURED OUT LATER.

I SNUCK OUT OF THE
MORGUE, AND FOUND A
HOMELESS DRIFTER NEARBY,
ONE WHO WAS SIMILAR
ENOUGH TO MY HEIGHT
AND BUILD.



I KILLED HIM, QUICKLY
AND EFFICIENTLY. PLACED
HIM IN THE DRAWER BACK
AT THE MORGUE THAT HAD
PREVIOUSLY HELD MY BODY.

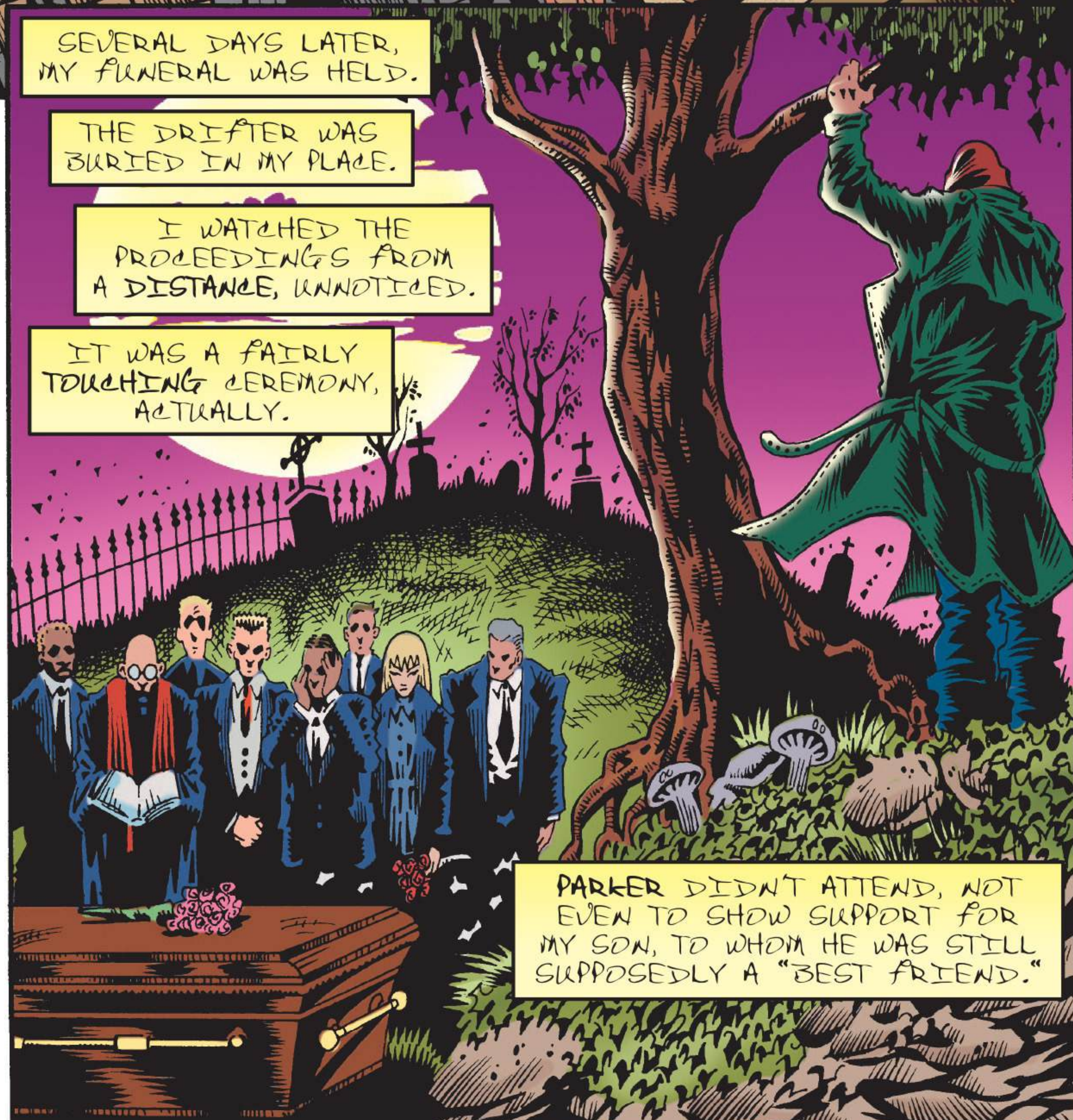
I EVEN GAVE HIM THE SAME CHEST
WOUNDS I HAD, TO AVOID ANY
EXTRA SUSPICIONS AT THE MORGUE.

SEVERAL DAYS LATER,
MY FUNERAL WAS HELD.

THE DRIFTER WAS
BURIED IN MY PLACE.

I WATCHED THE
PROCEEDINGS FROM
A DISTANCE, UNNOTICED.

IT WAS A FAIRLY
TOUCHING CEREMONY,
ACTUALLY.



PARKER DIDN'T ATTEND, NOT
EVEN TO SHOW SUPPORT FOR
MY SON, TO WHOM HE WAS STILL
SUPPOSEDLY A "BEST FRIEND."

THEN I REALIZED: EVERYONE
NOW THOUGHT I WAS DEAD
AND BURIED. HOW
LIBERATING THAT WAS!

I COULD GO ANYWHERE, DO
ANYTHING... AND NEVER BE
SUSPECTED!



I ALSO
REALIZED...

... WHAT A PERFECT TIME
TO LAUNCH AN ATTACK ON
PARKER! HE'D NEVER
SEE IT COMING!

BUT THAT NIGHT, AS I RETURNED TO MY WAREHOUSE HIDEOUT...

THE LIGHT'S ON! SOMEONE'S INSIDE! BUT WHO..?

AS FAR AS THE WORLD KNOWS, THE GREEN GOBLIN IS STILL ALIVE, OUT THERE SOMEWHERE, WAITING TO STRIKE!

AND HE IS, DAD -- HE IS!

THE GREEN GOBLIN WILL LIVE ON -- IN ME!

HARRY!

EVERYTHING'S WORKING OUT PERFECTLY, DAD!

THANK GOD I MANAGED TO GET YOU OUT OF YOUR GOBLIN COSTUME BEFORE THE POLICE ARRIVED!

AND THE CORONER! HE WAS **MORE** THAN WILLING TO FAKE YOUR AUTOPSY FOR THE AMOUNT OF MONEY I PASSED HIM!

NOW NO ONE'LL **EVER** DISCOVER THE SUPER-STRENGTH FORMULA IN YOUR BLOOD! THERE'S **NOTHING** TO LINK YOUR GOOD NAME WITH THE CRIMES OF THE GREEN GOBLIN!

REST EASY, DAD -- YOUR REPUTATION IS **SAFE**!

I'LL TAKE YOUR PLACE, DAD! I'LL PROVE THAT I'M A **WORTHY** SUCCESSOR!

I'LL **CONTINUE** THE WAR ON PARKER, AND **DESTROY** HIM!

HE STILL THINKS I'M HIS BEST FRIEND! BUT I'LL USE IT **AGAINST** HIM!

I'LL **AVENGE** YOUR DEATH, DAD! I **SWEAR** IT!

I CAN'T **BELIEVE** IT! HARRY -- MY SPINELESS, COWARDLY, **WIMP** OF A SON --

-- TAKING **CONTROL** OF HIS LIFE!

ACTING LIKE A **MAN**!

MAYBE THERE'S HOPE FOR HIM **YET..!**

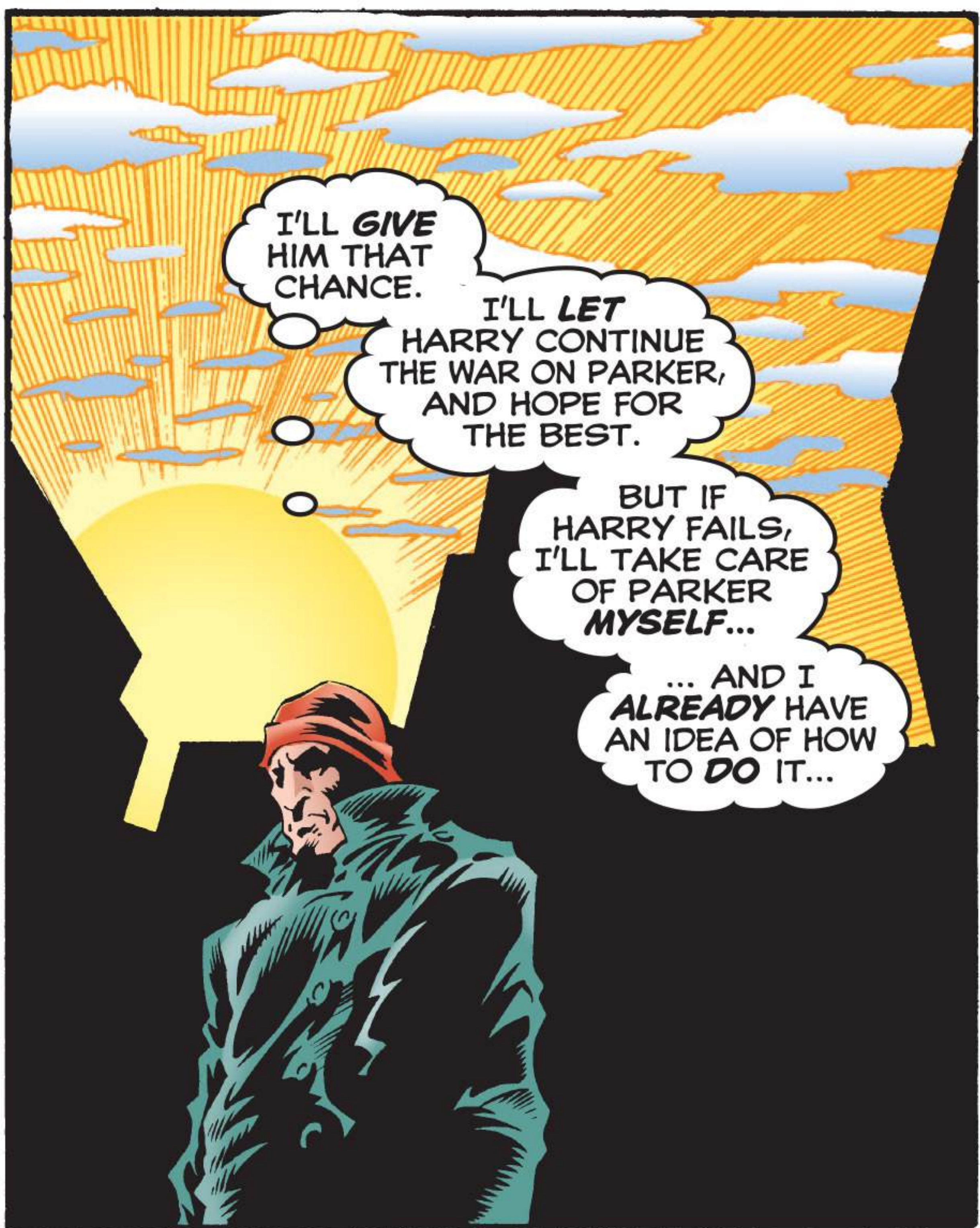


I WATCHED ALL NIGHT FROM THE SHADOWS, AS HARRY PRACTICED ON MY GOBLIN GLIDER FOR THE VERY FIRST TIME.

HE ACTUALLY SHOWED **PROMISE**.

ALL THE TIMES I TRIED TO TOUGHEN THAT BOY UP, GET HIM TO BE STRONG, AND I WAS ALWAYS DISAPPOINTED.

NOW HE **WANTS** THE CHANCE TO PROVE HIMSELF, TO SHOW THAT HE'S GOT WHAT IT TAKES.



I'LL **GIVE** HIM THAT CHANCE.

I'LL **LET** HARRY CONTINUE THE WAR ON PARKER, AND HOPE FOR THE BEST.

BUT IF HARRY FAILS, I'LL TAKE CARE OF PARKER **MYSELF**...

... AND I **ALREADY** HAVE AN IDEA OF HOW TO **DO** IT...



EVERYONE THOUGHT ME DEAD. I DECIDED TO TAKE ADVANTAGE OF THAT, AND **FOCUS** MY ATTENTIONS ELSEWHERE FOR A WHILE.

SO I LEFT AMERICA FOR EUROPE, WHERE I COULD MOVE ABOUT FREELY, UNRECOGNIZED...

... AND WHERE I HAD ALREADY ESTABLISHED A **FOOTHOLD** THAT WOULD ENABLE ME TO BUILD AN EMPIRE!



UPON MY ARRIVAL IN EUROPE, I CREATED AN INFORMATION NETWORK THAT WAS SECOND TO NONE, ALLOWING ME TO KEEP TABS ON ANYONE I CHOSE, BE IT HARRY, PARKER, WHOMEVER.



IT ALLOWED ME TO OPERATE LIKE A GHOST -- WHICH IS, FOR ALL INTENTS AND PURPOSES, WHAT I WAS: A DEAD MAN WHO CONTINUED TO WALK THE EARTH.



I COULD REMAIN HIDDEN, BEHIND THE SCENES, BUT FULLY AWARE.

IT WAS THROUGH MY INFORMATION NETWORK THAT I LEARNED OF...



... THE CABAL OF SERIER.

A SECRET, CENTURIES-OLD AND VERY EXCLUSIVE GROUP, MADE UP OF MEN WHO SHARED A COMMON GOAL: THE ACQUISITION OF UNLIMITED WEALTH, POWER AND CONTROL.

INSPIRED BY SERIER, A MYTHICAL BEING OF IMMENSE SUPERNATURAL POWER, WHO MAY HAVE ACTUALLY EXISTED.

THE CABAL WAS VERY MUCH REMINISCENT OF THE MOB, THE KU KLUX KLAN AND THE HELLFIRE CLUB...

... WITH STRONG TIES TO ORGANIZED CRIME IN EUROPE, AN ALMOST RELIGIOUS DEVOTION TO THEIR GOALS, AND IDENTICAL COSTUMES -- BASED ON THE MYTHICAL SERIER --

-- TO UNITE THEM IN BROTHERHOOD.



I WAS INITIALLY DRAWN TO THE GROUP BECAUSE SERIER'S APPEARANCE -- THAT OF A GHOST -- PARTICULARLY APPEALED TO ME.

BUT AS I LEARNED MORE ABOUT IT, I CAME TO SEE IT AS A GREAT RESOURCE FOR MYSELF.



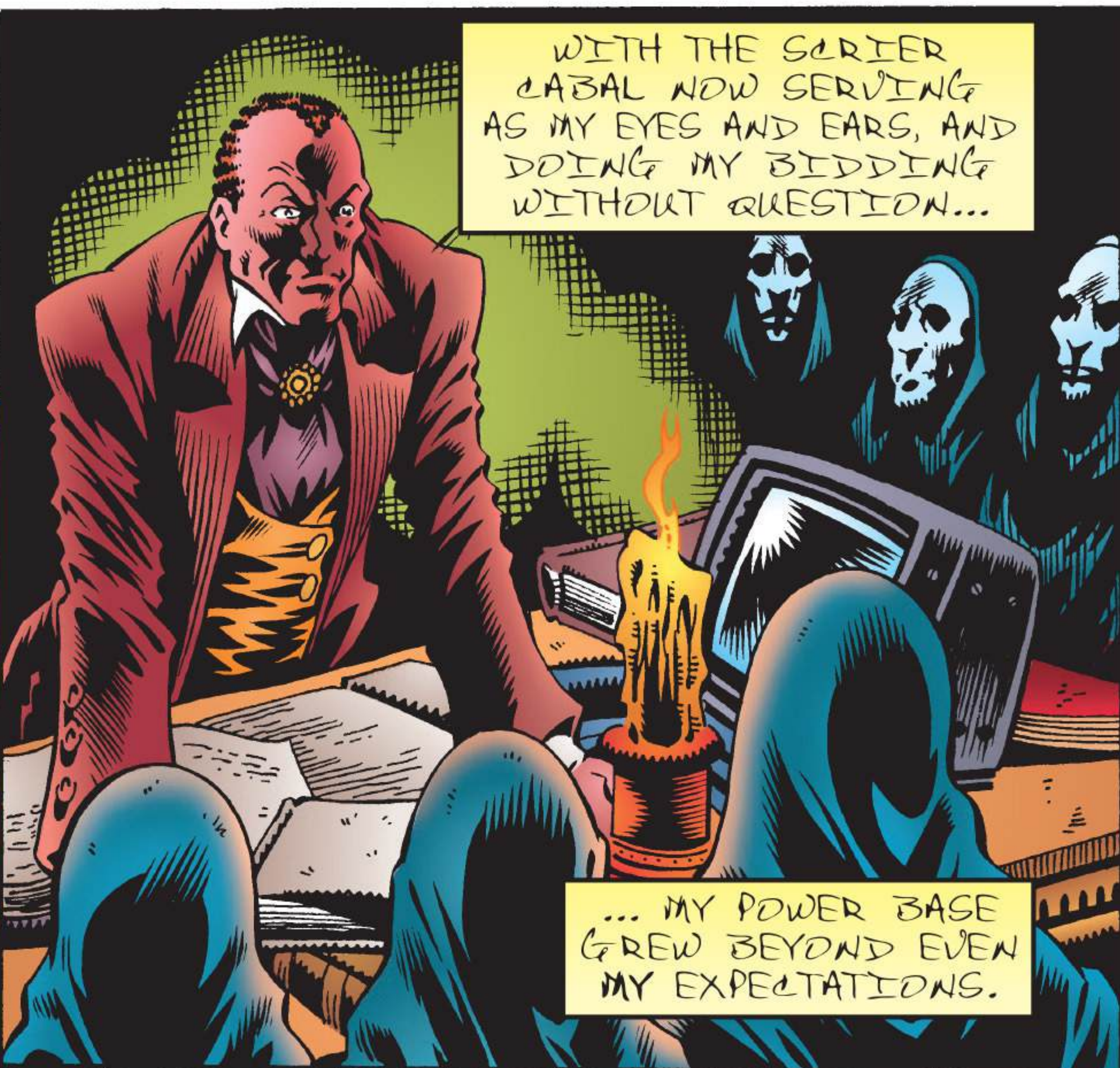
I QUICKLY JOINED ITS RANKS...

... AND SHORTLY THEREAFTER, BY MEANS OF A SOMEWHAT... UNORTHODOX HOSTILE TAKEOVER...



... I BECAME ITS NEW, UNDISPUTED LEADER.

WITH THE SERIER CABAL NOW SERVING AS MY EYES AND EARS, AND DOING MY BIDDING WITHOUT QUESTION...



... MY POWER BASE GREW BEYOND EVEN MY EXPECTATIONS.

BUT, OF COURSE, THERE WERE DISAPPOINTMENTS, AS WELL.

HARRY'S STINT AS THE GREEN GOBLIN, FOR ONE THING.

HARRY ENDED UP BEING INSTITUTIONALIZED, BRINGING NOTHING BUT DISGRACE TO THE OSBORN NAME.

IT WAS THEN TIME FOR ME TO BEGIN MY PLAN TO DESTROY PARKER.

I SHOULD HAVE KNOWN THAT HE WOULD BE A TOTAL FAILURE. PARKER SOUNDLY DEFEATED HIM.

IT WAS FIVE YEARS AGO. I SENT ONE OF MY SCRIBERS TO NEW YORK, WHERE HE WOULD MAKE CONTACT WITH AN OLD ACQUAINTANCE OF MINE...

... A SCIENTIST, WHOSE WORK I WAS QUITE FAMILIAR WITH, WHOSE EXPERIMENTS I HAD ACTUALLY BEEN HELPING TO FUND, BEFORE MY "DEATH"...

... AND BEFORE I EVEN KNEW HOW IMPORTANT TO ME THEY WOULD EVENTUALLY BECOME.

PROFESSOR MILES WARREN!
I AM... SCRIBER!

I KNOW OF YOUR EXPERIMENTS IN CLONING, AND I HAVE COME TO OFFER MY ASSISTANCE!

I CAN HELP YOU PERFECT YOUR CLONING PROCESS, WARREN. I HAVE VAST RESOURCES, FAR BEYOND WHAT YOU HAVE TO WORK WITH HERE.

W-WHY SHOULD I TRUST YOU?

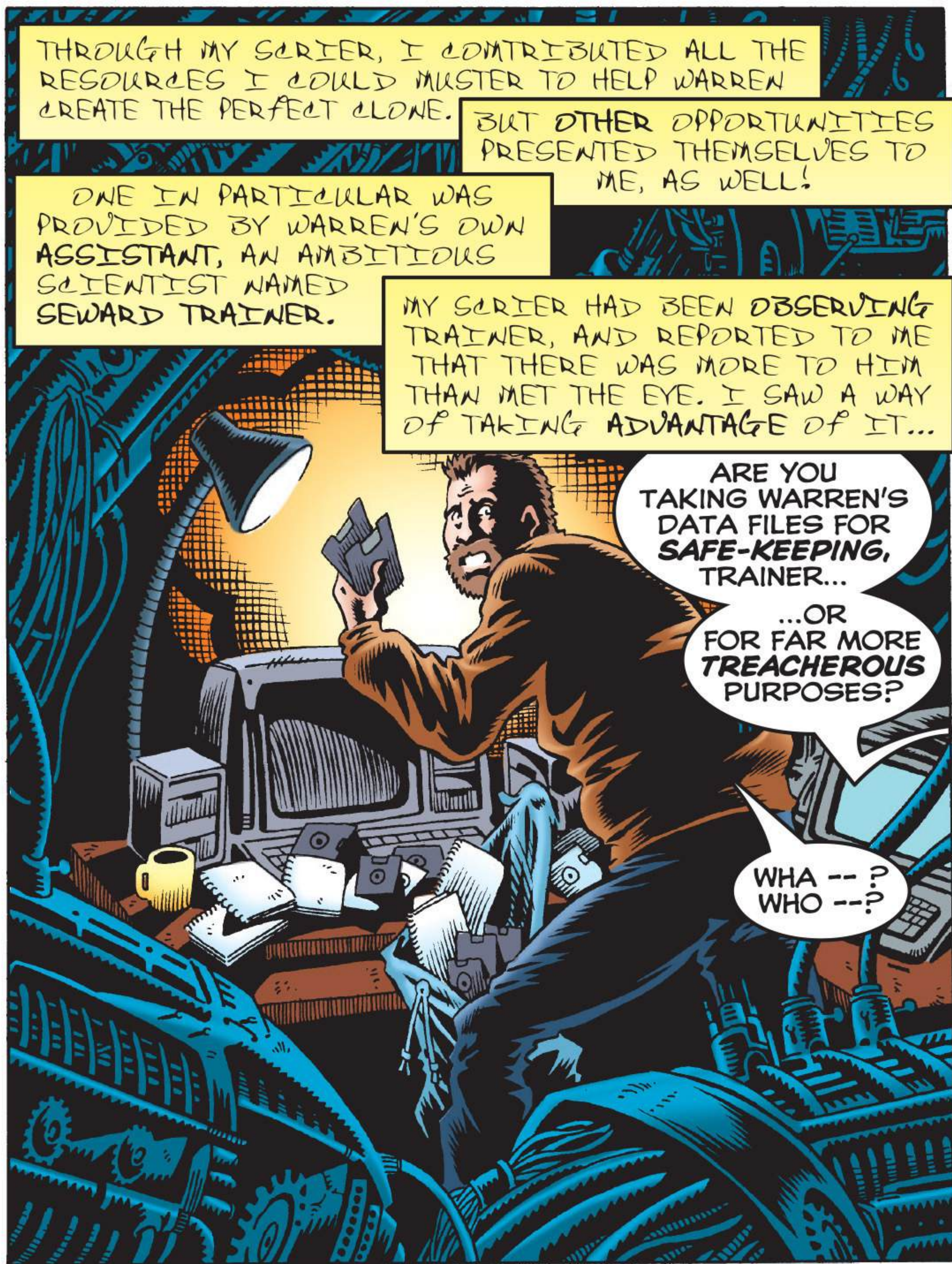
THROUGH INFORMATION THAT I'D GATHERED ON WARREN, I PREPARED MY SCRIBER WELL. HE KNEW EXACTLY HOW TO APPEAL TO WARREN'S SENSIBILITIES.

I CAN HELP YOU ACHIEVE YOUR FONDEST DESIRE, WARREN...

... THE RESURRECTION OF THE GIRL YOU SECRETLY LOVED -- YOUR STUDENT, GWEN STACY --

-- AND REVENGE ON THE MAN WHO KILLED HER!

AND WITH THAT, WARREN WAS MINE.



THROUGH MY SCRIER, I CONTRIBUTED ALL THE RESOURCES I COULD MUSTER TO HELP WARREN CREATE THE PERFECT CLONE.

BUT OTHER OPPORTUNITIES PRESENTED THEMSELVES TO ME, AS WELL!

ONE IN PARTICULAR WAS PROVIDED BY WARREN'S OWN ASSISTANT, AN AMBITIOUS SCIENTIST NAMED SEWARD TRAINER.

MY SCRIER HAD BEEN OBSERVING TRAINER, AND REPORTED TO ME THAT THERE WAS MORE TO HIM THAN MET THE EYE. I SAW A WAY OF TAKING ADVANTAGE OF IT...

ARE YOU TAKING WARREN'S DATA FILES FOR **SAFE-KEEPING**, TRAINER...

...OR FOR FAR MORE **TREACHEROUS** PURPOSES?

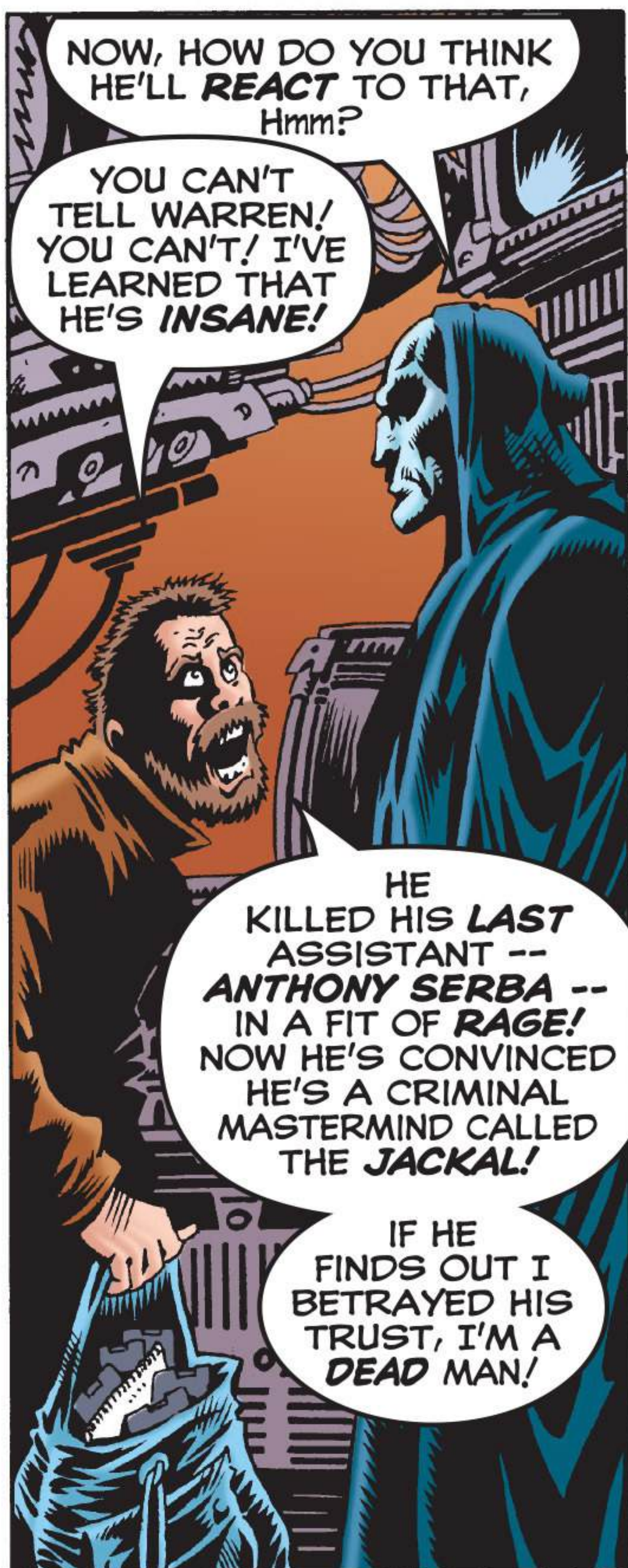
WHA -- ?
WHO -- ?

SCRIER! W-WHAT ARE YOU DOING HERE? WARREN'S **GONE** FOR THE NIGHT!

I COULD ASK THE SAME OF **YOU**, TRAINER, BUT I ALREADY **KNOW** THE ANSWER!

I HAVE BEEN AWARE FOR SOME TIME NOW THAT YOU HAVE BEEN SECRETLY **STEALING** WARREN'S FILES AND NOTES ON HIS GENETIC EXPERIMENTS.

IT WAS SIMPLE TO SURMISE THAT YOU PLAN TO BUILD A REPUTATION FOR YOURSELF AS A TOP SCIENTIST, BASED ON WORK YOU'VE **STOLEN** FROM YOUR MENTOR.

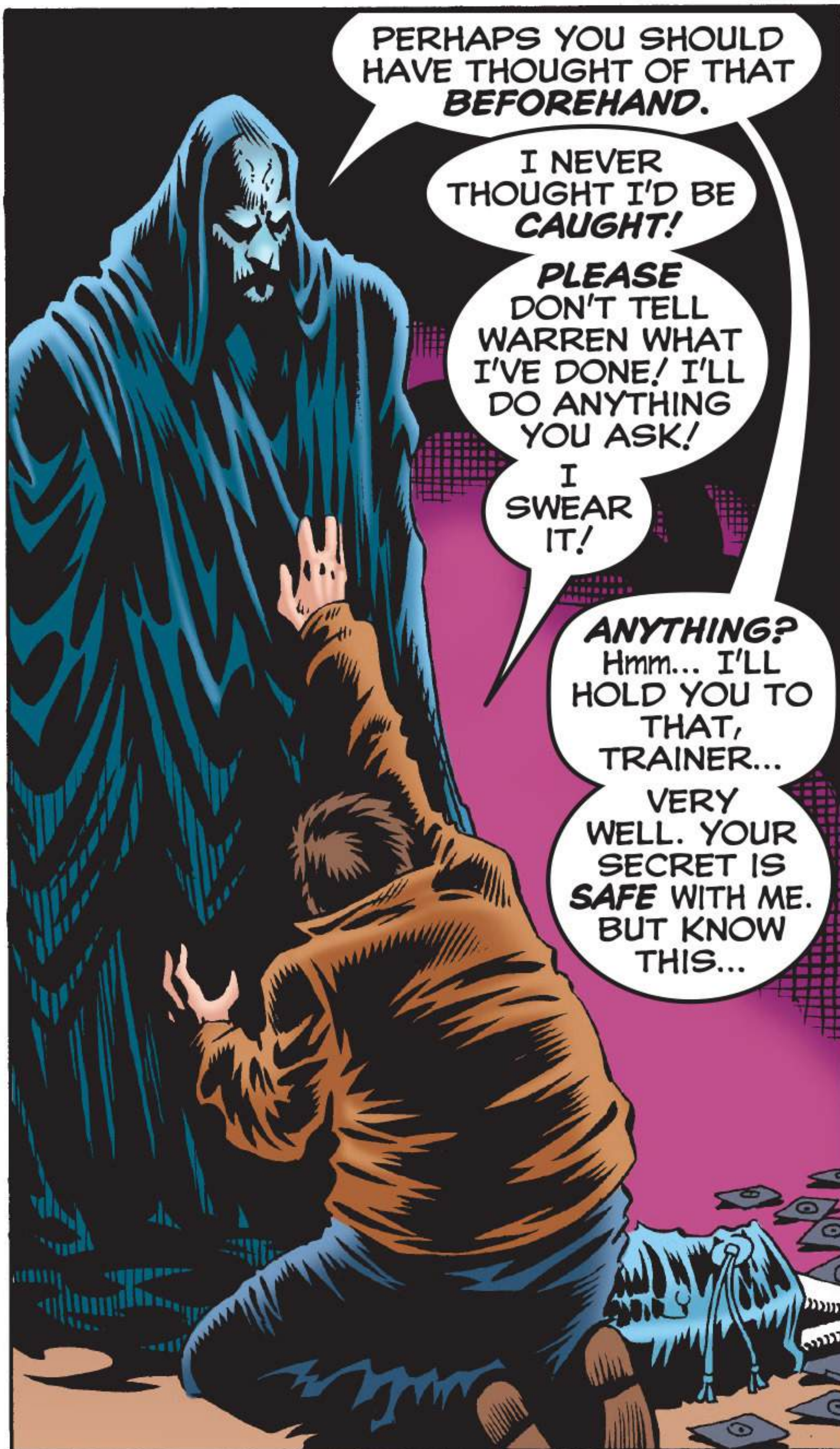


NOW, HOW DO YOU THINK HE'LL **REACT** TO THAT, Hmm?

YOU CAN'T TELL WARREN! YOU CAN'T! I'VE LEARNED THAT HE'S **INSANE!**

HE KILLED HIS **LAST** ASSISTANT -- **ANTHONY SERBA** -- IN A FIT OF **RAGE!** NOW HE'S CONVINCED HE'S A CRIMINAL MASTERMIND CALLED THE **JACKAL!**

IF HE FINDS OUT I BETRAYED HIS TRUST, I'M A **DEAD** MAN!



PERHAPS YOU SHOULD HAVE THOUGHT OF THAT **BEFOREHAND.**

I NEVER THOUGHT I'D BE **CAUGHT!**

PLEASE DON'T TELL WARREN WHAT I'VE DONE! I'LL DO ANYTHING YOU ASK!

I SWEAR IT!

ANYTHING? Hmm... I'LL HOLD YOU TO THAT, TRAINER...

VERY WELL. YOUR SECRET IS **SAFE** WITH ME. BUT KNOW THIS...



...AT SOME POINT, I WILL CALL UPON YOU TO SERVE MY NEEDS. I'LL EXPECT YOUR **COMPLETE** COOPERATION AND OBEDIENCE.

AND IF I **DON'T** GET IT...

Y-YOU'LL GET IT! I **PROMISE...!**

YET ANOTHER PAWN ADDED TO MY COLLECTION.



TIME PASSED. AND DURING THAT TIME, WARREN'S CLONING EXPERIMENTS CONTINUED AND HEADED TOWARDS COMPLETION.

THE CLONES ARE PROGRESSING **SPLENDIDLY**. YOUR ASSISTANCE HAS TRULY MADE THE DIFFERENCE, SCIER.

YOU ARE TOO KIND, PROFESSOR.

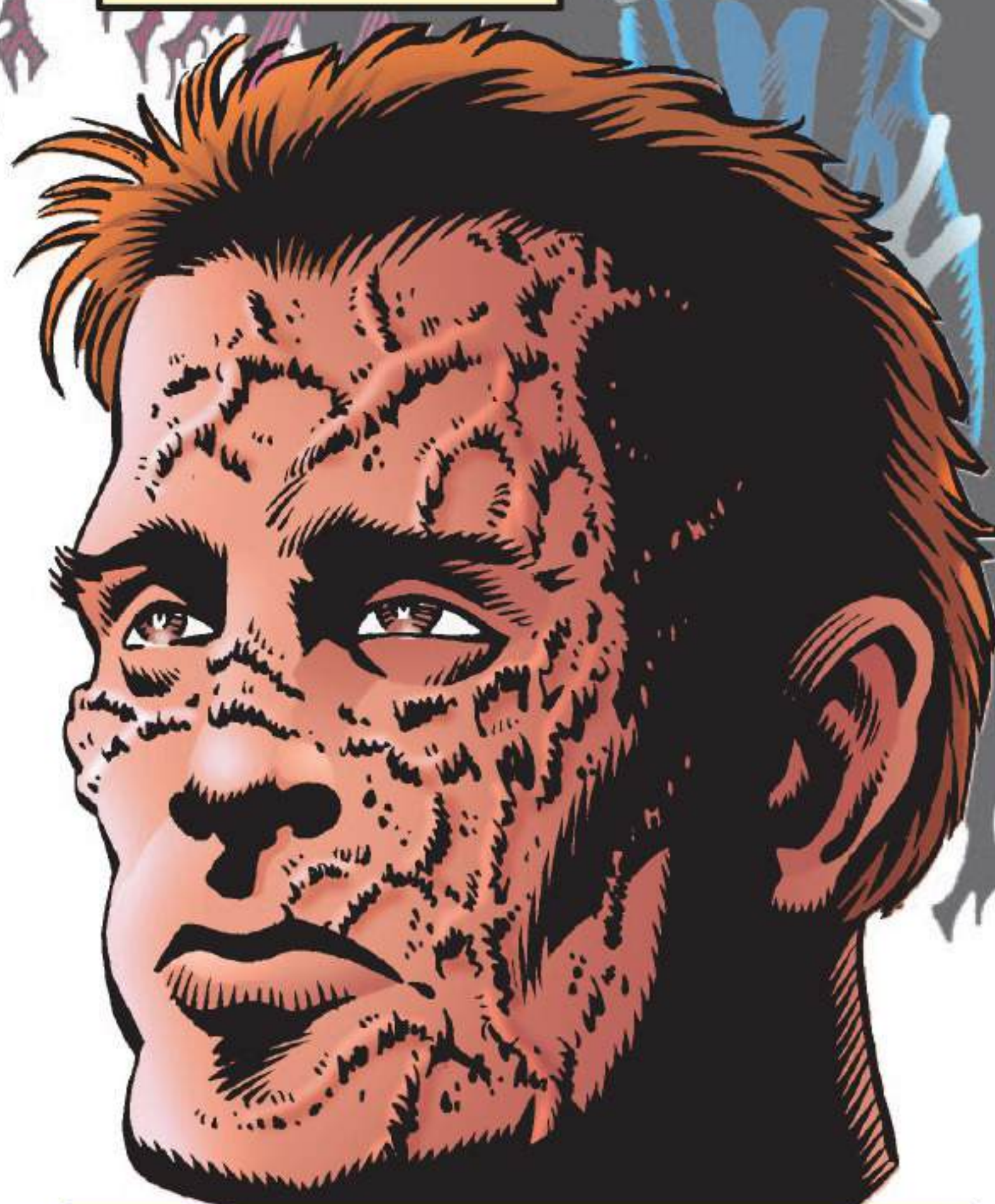
I BELIEVE "PETER" WILL BE COMPLETED **FIRST**. HOW POSITIVELY **BIBLICAL** THAT THE FIRST SUCCESSFUL CLONE IS A **MAN**...

...LIKE **ADAM** IN THE GARDEN OF EDEN.

BUT WARREN'S OPTIMISM WAS A BIT PREMATURE.

THE "PETER" CLONE WAS **FLAWED**, HAVING DEVELOPED A FATAL CONDITION CALLED **CLONE DEGENERATION**.

WARREN ABANDONED HIS CREATION...



WARREN DID NOT TAKE THIS FAILURE LIGHTLY...

...AND THIS CLONE WENT OUT INTO THE WORLD TO BECOME A SUPER-POWERED CRIMINAL CALLED **KATNE**.



SIMPLY PLACE THE CLONE OF THE STACY GIRL IN STASIS UNTIL THEN.

WHY ARE YOU HELPING ME **ANYWAY**, SCIER? I **STILL** DON'T SEE WHAT YOU'RE GETTING OUT OF THIS.

MY REASONS ARE MY OWN. SOMEDAY, I MAY ASK YOU TO **RECIPROCATE** FOR ALL THE ASSISTANCE I HAVE GIVEN YOU.

BUT FOR NOW, I STILL OFFER YOU ALL THE RESOURCES AT MY DISPOSAL, WITH MY COMPLIMENTS.

WILL YOU **ACCEPT**, OR WILL YOU **CONTINUE** TO POINT AN ACCUSING FINGER AT ME?

WARREN ACCEPTED, OF COURSE.



I DON'T UNDERSTAND WHY IT DIDN'T WORK! IT **SHOULD** HAVE WORKED!

I CAN'T LET THIS HAPPEN TO **GWEN**, SCIER! **NOT** TO GWEN!

CALM YOURSELF, WARREN. I AM CONFIDENT THAT WE CAN OVERCOME THIS PROBLEM.



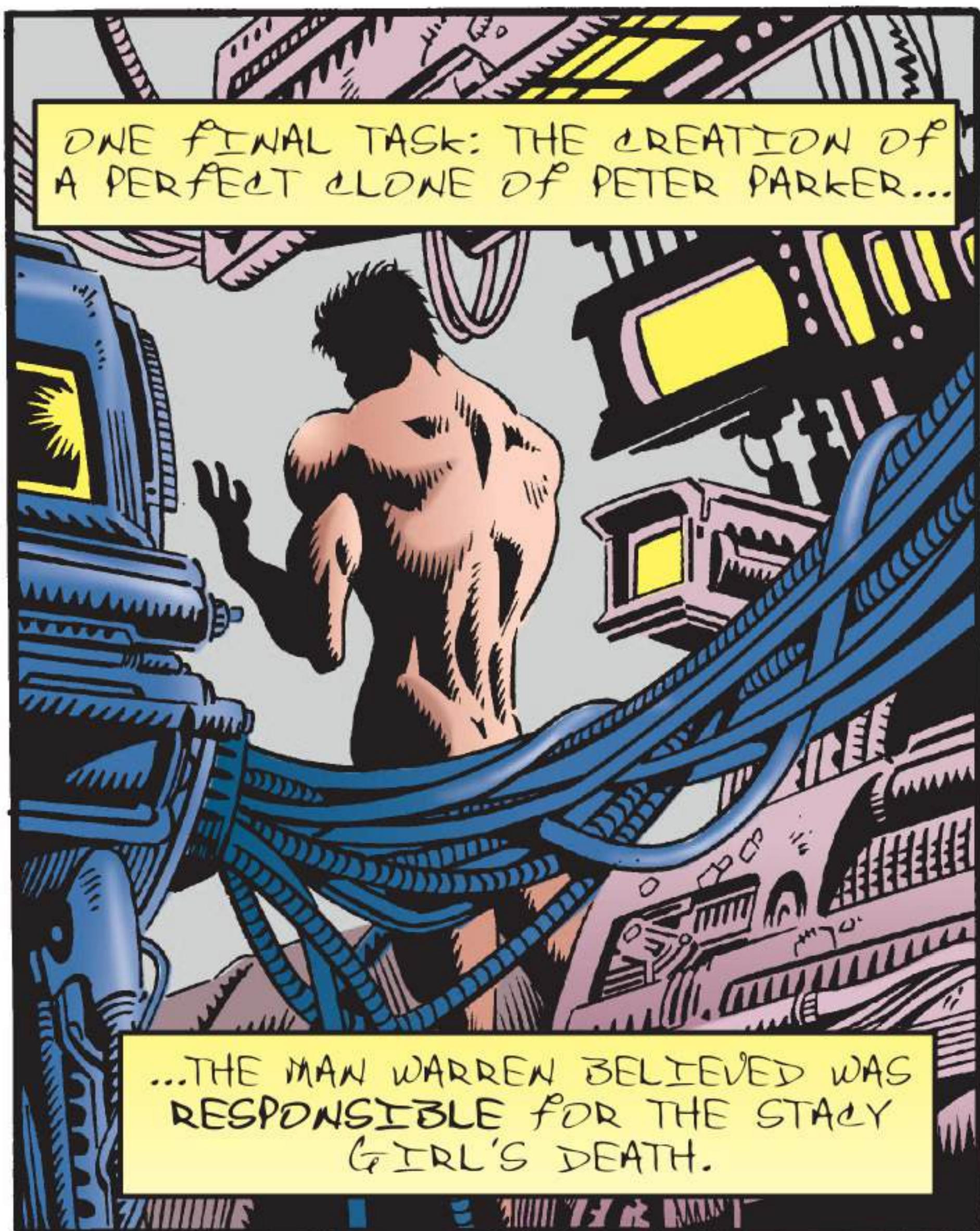
SOON, THROUGH MY INFORMATION NETWORK, AND MY CONTACTS WITHIN THE EUROPEAN SCIENTIFIC COMMUNITY...

...HE GAINED THE MEANS TO CREATE THE PERFECT CLONE.

LOOK AT HER, SCIER! COMPLETELY HEALTHY, COMPLETELY FLAWLESS! I'VE **DONE** IT!

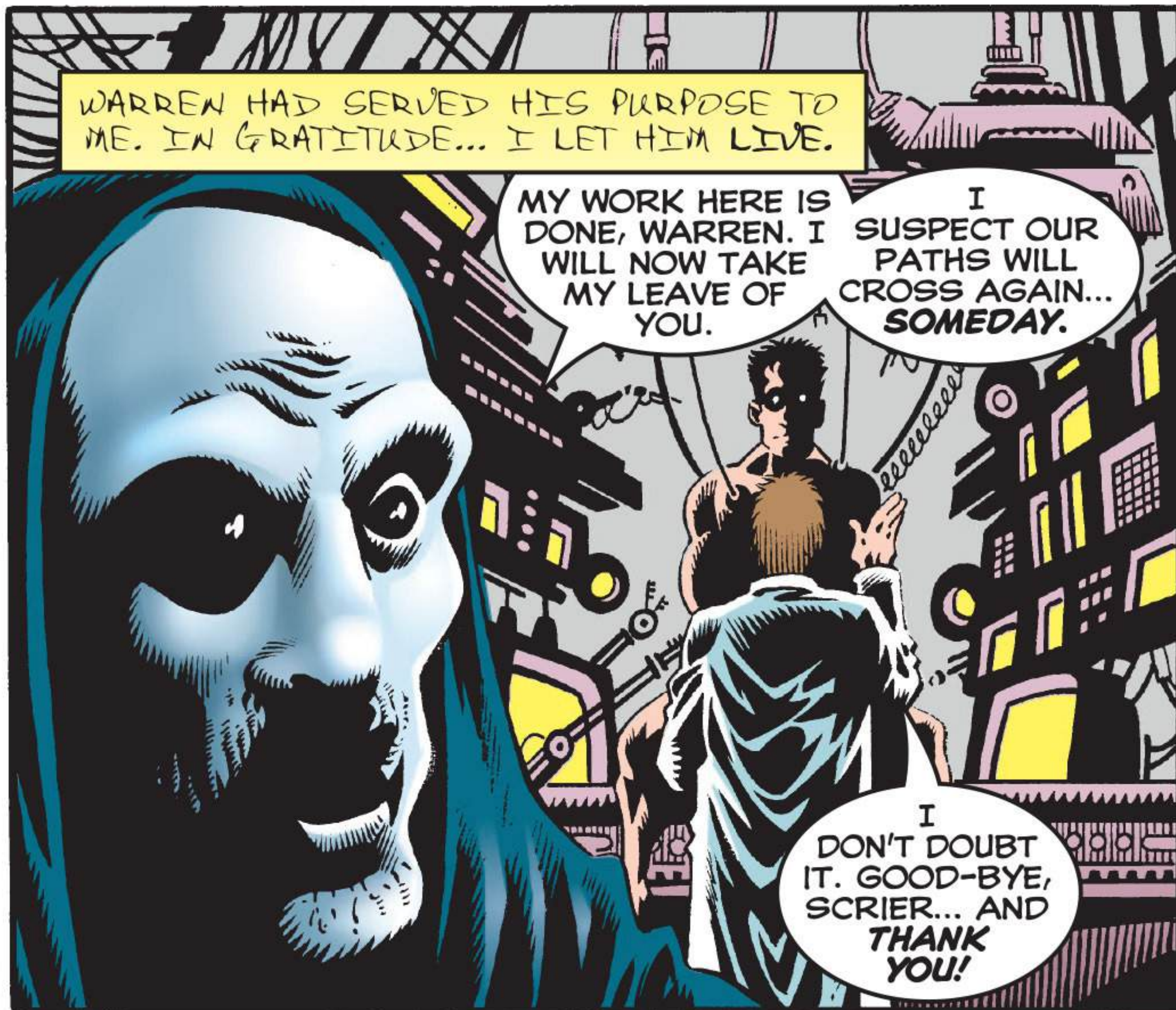
GWEN STACY LIVES AGAIN!

YES... AND NOW YOU HAVE ONE **FINAL** TASK TO ACCOMPLISH, IN ORDER TO GAIN YOUR **REVENGE**...



ONE FINAL TASK: THE CREATION OF A PERFECT CLONE OF PETER PARKER...

...THE MAN WARREN BELIEVED WAS RESPONSIBLE FOR THE STACY GIRL'S DEATH.

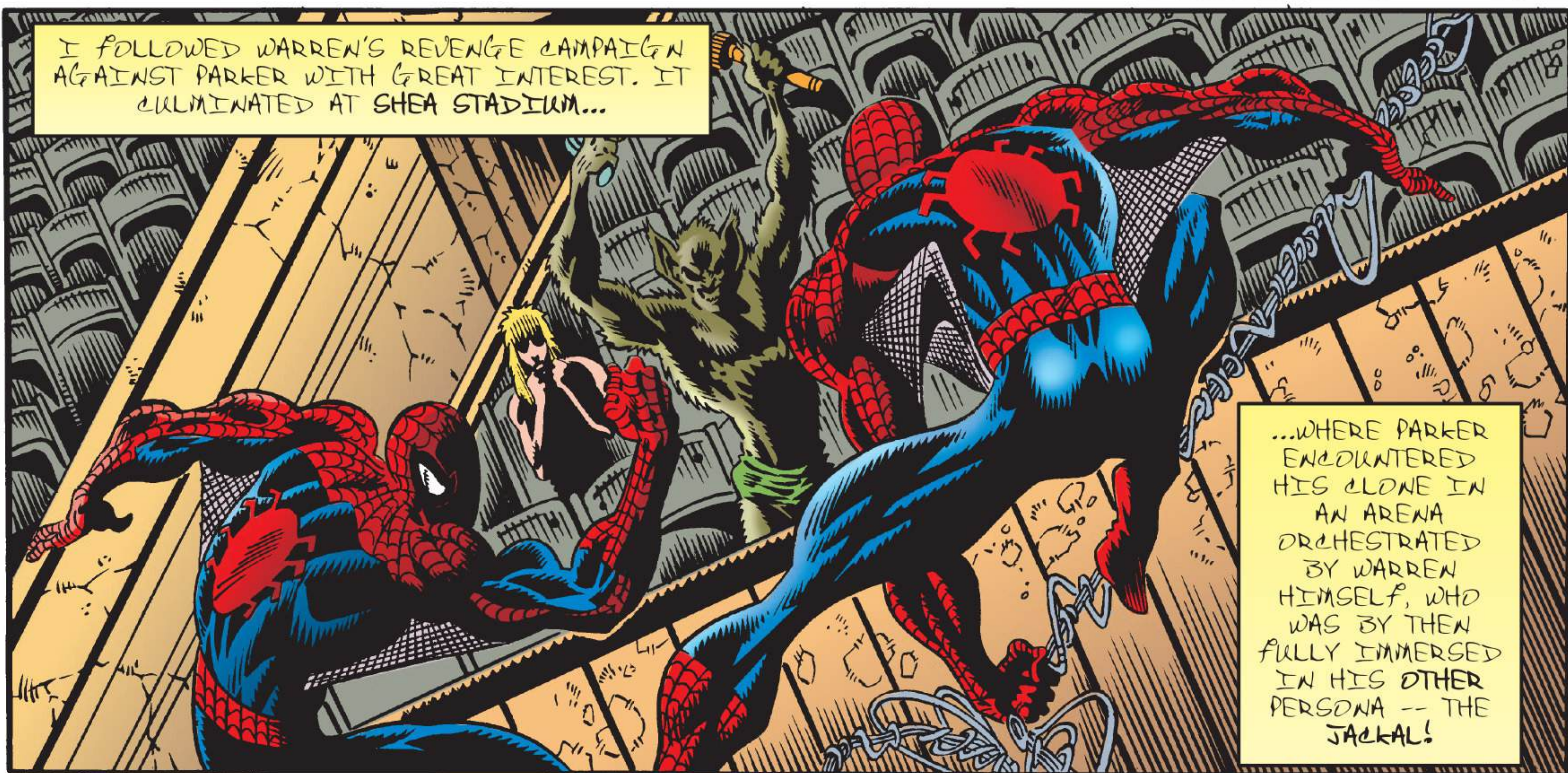


WARREN HAD SERVED HIS PURPOSE TO ME. IN GRATITUDE... I LET HIM LIVE.

MY WORK HERE IS DONE, WARREN. I WILL NOW TAKE MY LEAVE OF YOU.

I SUSPECT OUR PATHS WILL CROSS AGAIN... SOMEDAY.

I DON'T DOUBT IT. GOOD-BYE, SCRIER... AND THANK YOU!



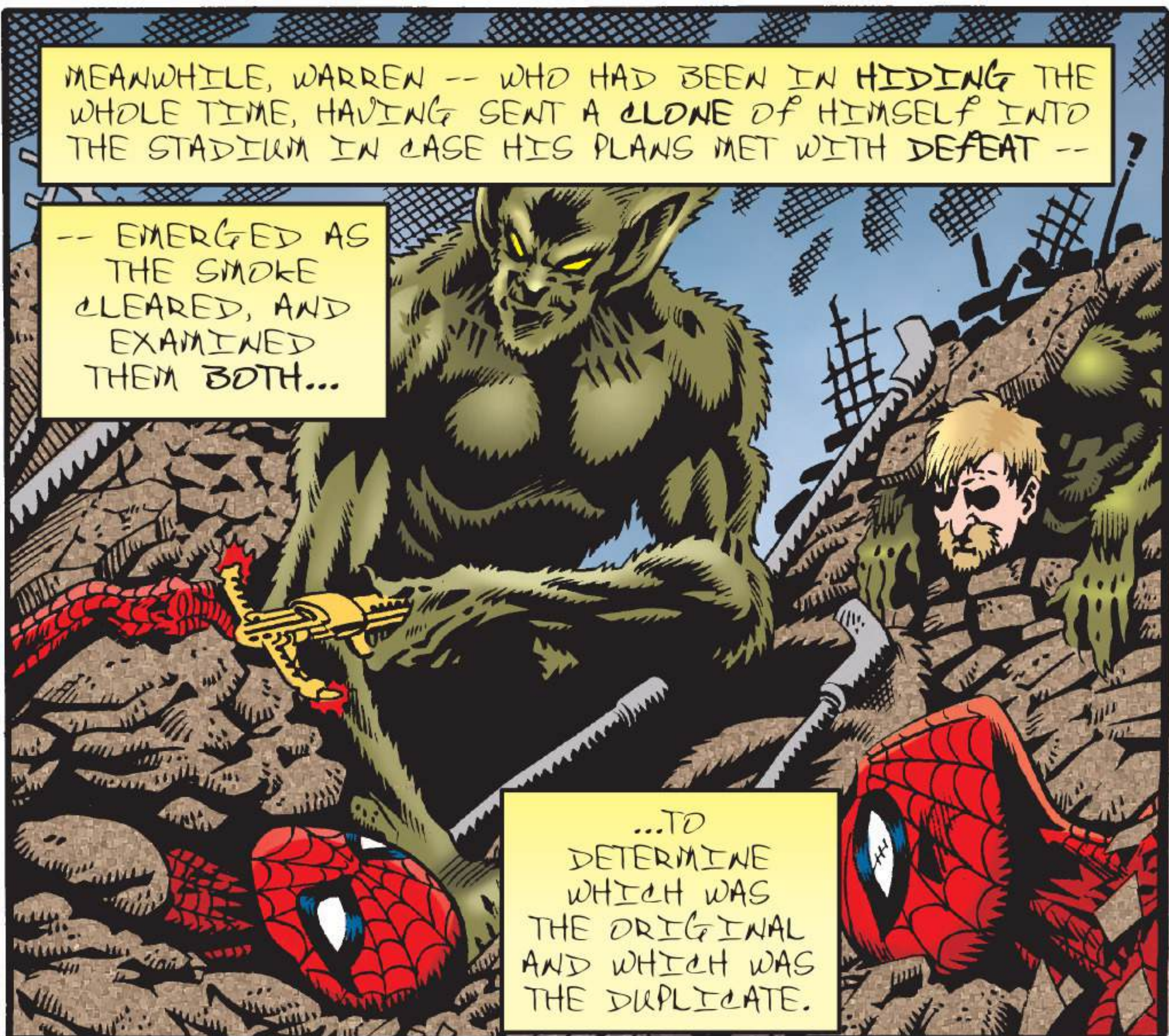
I FOLLOWED WARREN'S REVENGE CAMPAIGN AGAINST PARKER WITH GREAT INTEREST. IT CULMINATED AT SHEA STADIUM...

...WHERE PARKER ENCOUNTERED HIS CLONE IN AN ARENA ORCHESTRATED BY WARREN HIMSELF, WHO WAS BY THEN FULLY IMMERSSED IN HIS OTHER PERSONA -- THE JACKAL!

IT ALL ENDED IN A RATHER... EXPLOSIVE MANNER...

...THANKS TO A POWERFUL BOMB PLANTED IN THE STADIUM BY THE JACKAL.

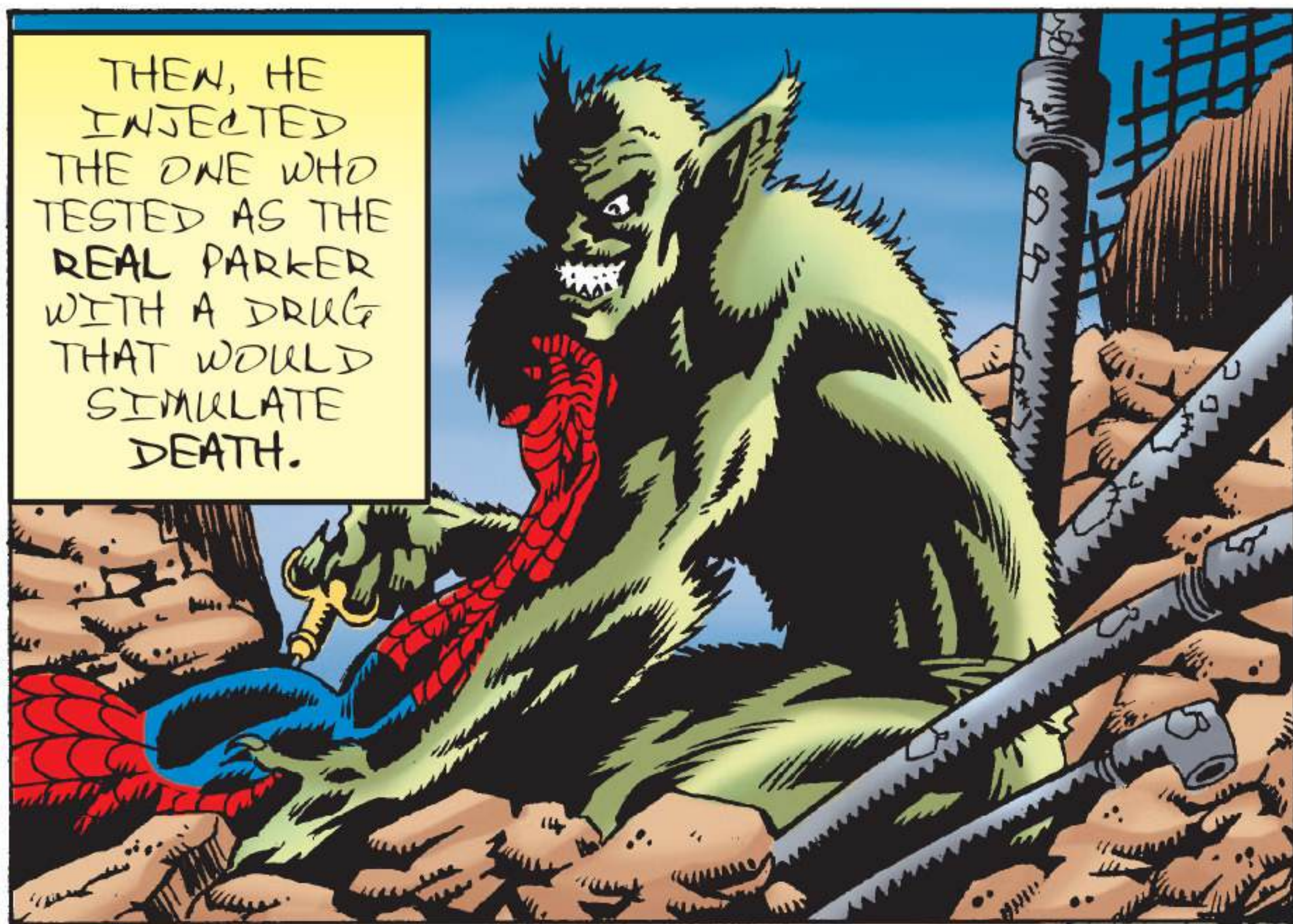
PARKER AND HIS CLONE WERE BURIED UNDER HEAVY RUBBLE, WHERE THEY LAY UNCONSCIOUS FOR A TIME.



MEANWHILE, WARREN -- WHO HAD BEEN IN HIDING THE WHOLE TIME, HAVING SENT A CLONE OF HIMSELF INTO THE STADIUM IN CASE HIS PLANS MET WITH DEFEAT --

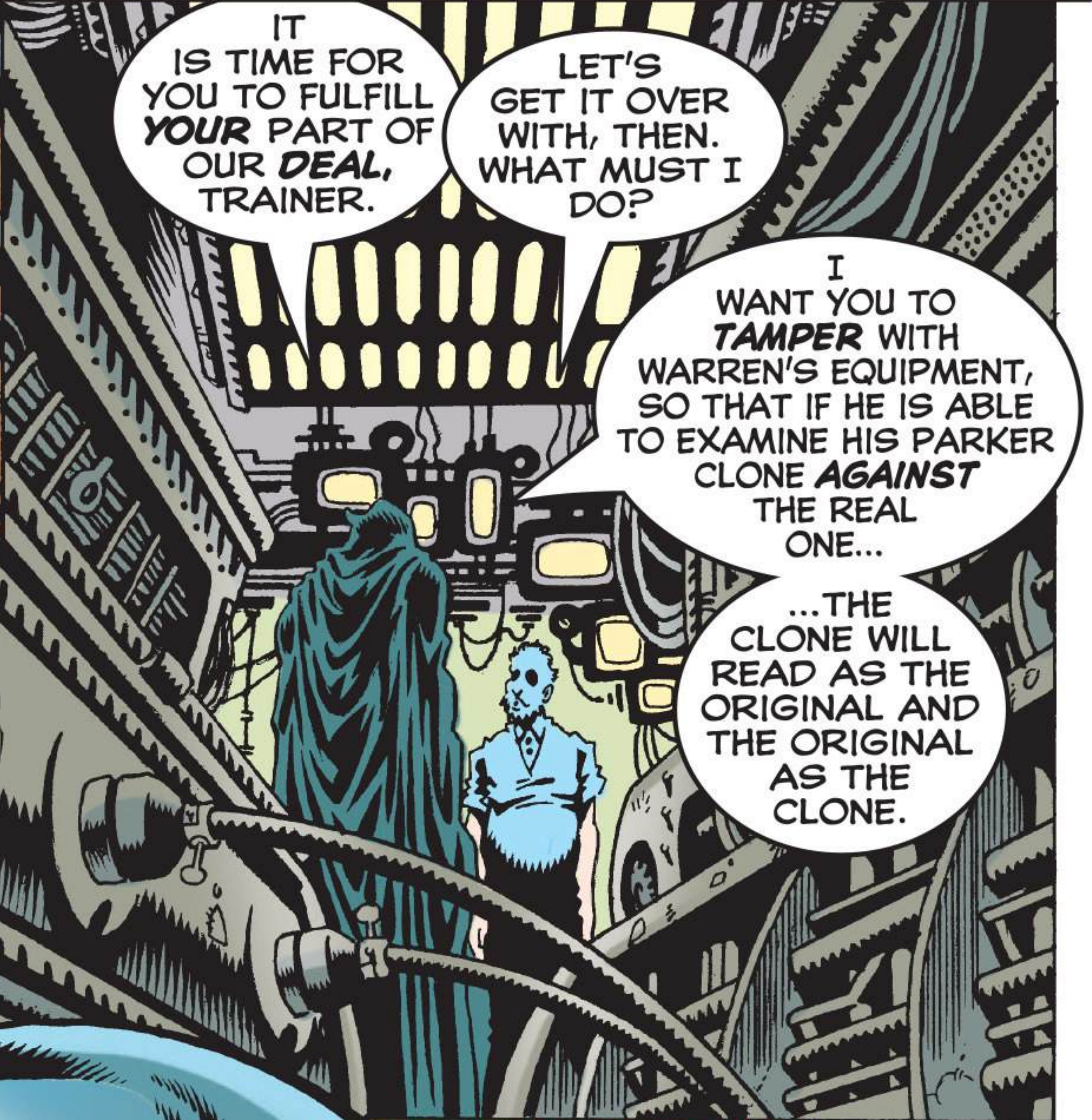
-- EMERGED AS THE SMOKE CLEARED, AND EXAMINED THEM BOTH...

...TO DETERMINE WHICH WAS THE ORIGINAL AND WHICH WAS THE DUPLICATE.



THEN, HE INJECTED THE ONE WHO TESTED AS THE REAL PARKER WITH A DRUG THAT WOULD SIMULATE DEATH.

BUT WARREN WAS UNAWARE OF STEPS THAT I HAD TAKEN, BEFORE THE ENCOUNTER AT SHEA STADIUM, THAT WOULD GIVE ME THE UPPER HAND...



IT IS TIME FOR YOU TO FULFILL YOUR PART OF OUR **DEAL**, TRAINER.

LET'S GET IT OVER WITH, THEN. WHAT MUST I DO?

I WANT YOU TO **TAMPER** WITH WARREN'S EQUIPMENT, SO THAT IF HE IS ABLE TO EXAMINE HIS PARKER CLONE **AGAINST** THE REAL ONE...

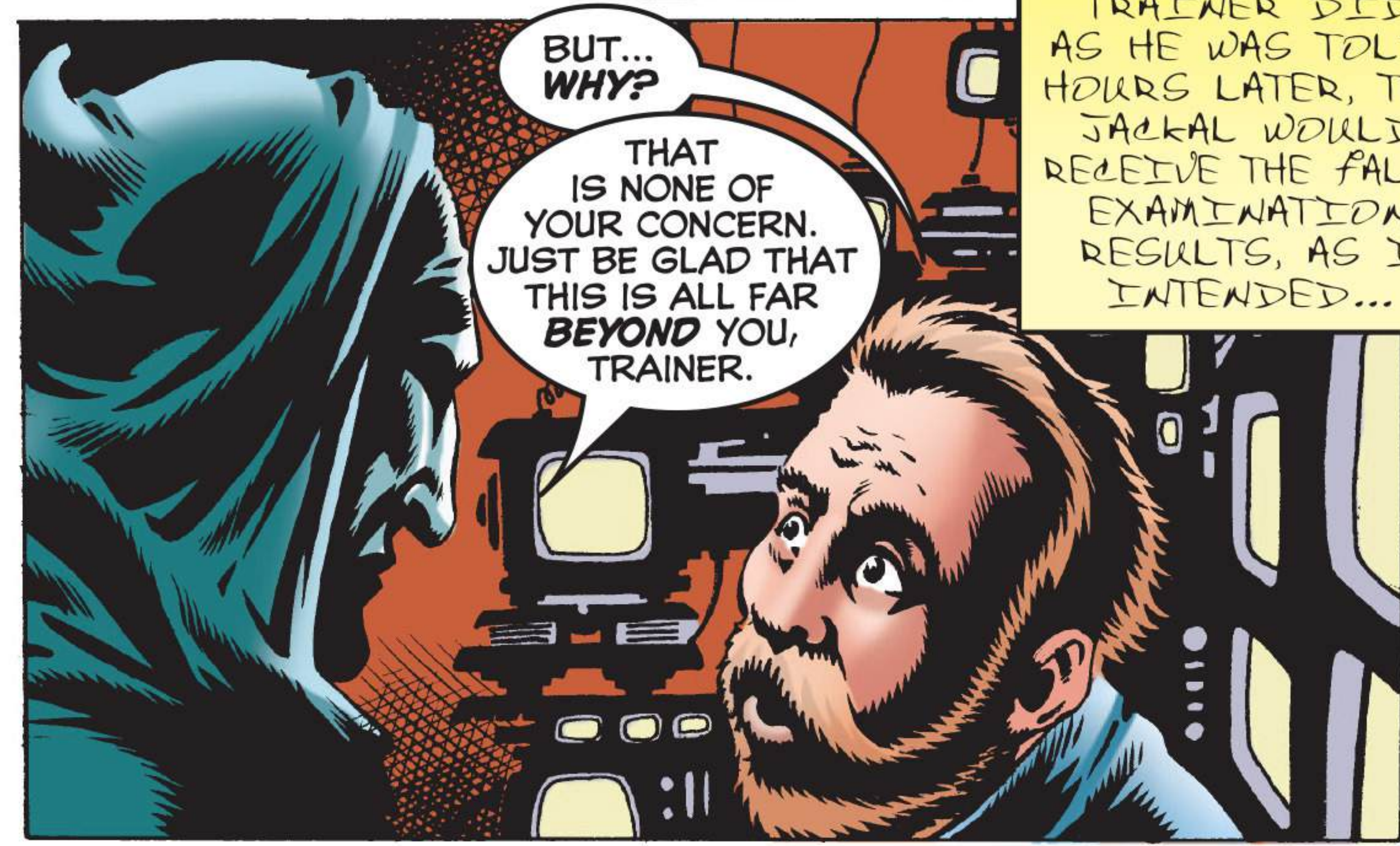
...THE CLONE WILL READ AS THE ORIGINAL AND THE ORIGINAL AS THE CLONE.

TONIGHT, AT SHEA STADIUM, WARREN WILL MOVE HIS REVENGE OPERATION AGAINST PARKER INTO ITS **NEXT** PHASE.



HIS INTENTION IS NOT TO **KILL** PARKER, BUT TO UTTERLY DESTROY PARKER'S LIFE, HIS IDENTITY... HIS ENTIRE **WORLD!**

FROM THIS POINT ON, HOWEVER, I WANT WARREN TO DEVOTE HIS EFFORTS TO THE **WRONG** TARGET.



BUT... **WHY?**
THAT IS NONE OF YOUR CONCERN. JUST BE GLAD THAT THIS IS ALL FAR **BEYOND** YOU, TRAINER.

TRAINER DID AS HE WAS TOLD. HOURS LATER, THE JACKAL WOULD RECEIVE THE FALSE EXAMINATION RESULTS, AS I INTENDED...



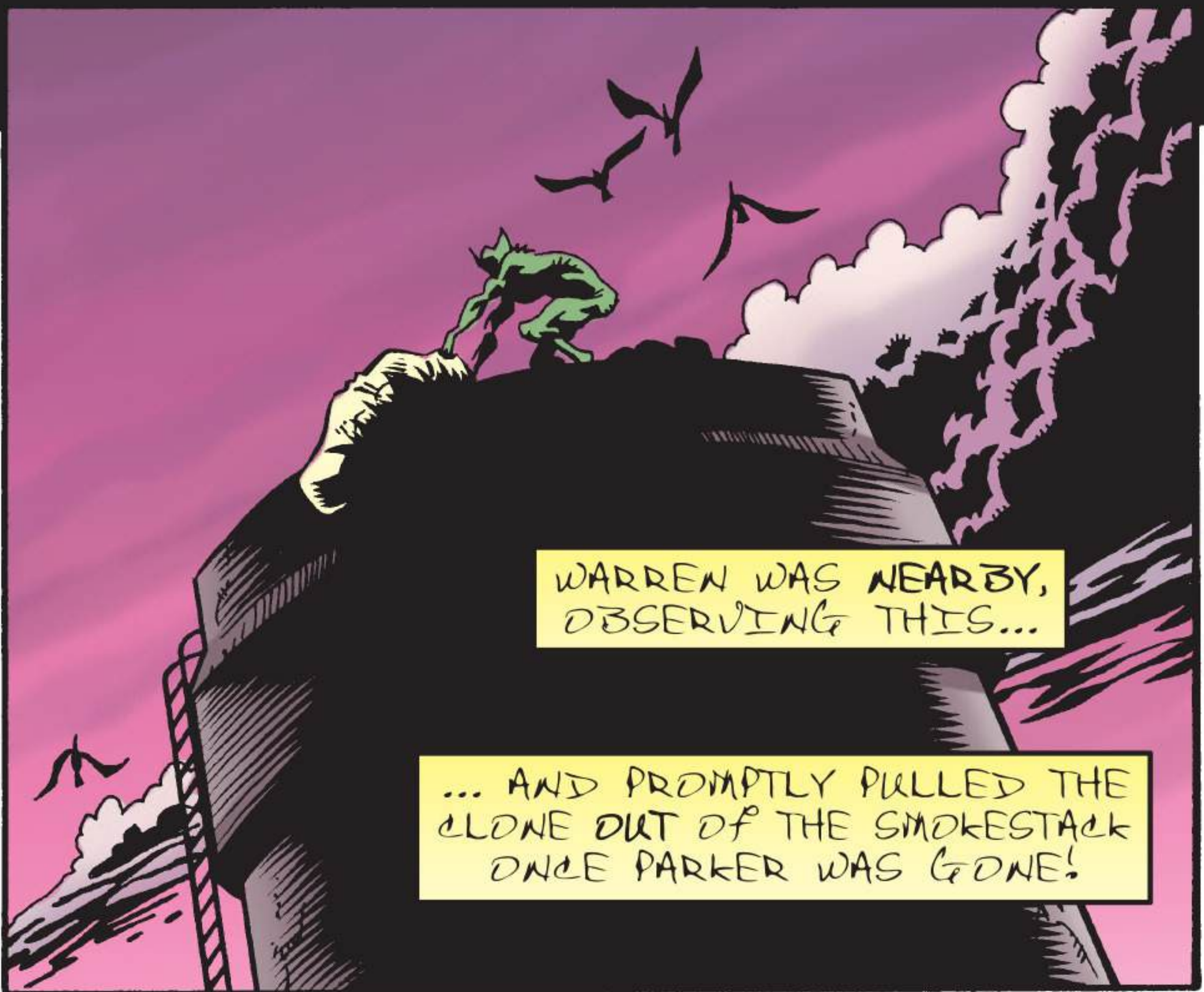
...AND WOULD NEVER REALIZE THAT HE HAD BEEN DUPED.



THINGS FELL INTO PLACE RATHER SMOOTHLY AFTER THAT. PARKER REVIVED, BROUGHT HIS SEEMINGLY DEAD CLONE TO A FACTORY IN BROOKLYN...



... AND THREW THE BODY DOWN A SMOKESTACK!



WARREN WAS NEARBY, OBSERVING THIS...

... AND PROMPTLY PULLED THE CLONE OUT OF THE SMOKESTACK ONCE PARKER WAS GONE!



AND, AS PART OF A LONG-RANGE PLAN TO CAUSE FURTHER CONFUSION AND ANGUISH FOR PARKER LATER ON...

... WARREN THEN TOSSED THE CORPSE OF ANOTHER, EARLIER, FAILED PARKER CLONE DOWN INTO THE SMOKESTACK WHERE IT WOULD LAY FOR THE NEXT FIVE YEARS.



CONVINCED THAT HE HAD THE ORIGINAL SPIDER-MAN IN HIS CLUTCHES, WARREN TAMPERED WITH HIS MIND, PLANTED THE UNSHAKABLE BELIEF THAT HE WAS ONLY A CLONE, AND SENT HIM OUT INTO THE WORLD...

... WHERE HE WOULD BECOME THE WANDERER, BEN REILLY. WARREN THOUGHT HE'D ROBBED SPIDER-MAN OF HIS LIFE, HIS IDENTITY.

THIS WAS ACTUALLY MY INTENTION FOR PARKER, AS WELL. THAT WAS WHY I HELPED WARREN CREATE THE CLONE IN THE FIRST PLACE!

BUT WARREN WAS ACTING FAR TOO SOON. THE TIME WAS NOT YET RIGHT. SO, THROUGH MY MACHINATIONS....

... WARREN'S VICTIM WAS ACTUALLY THE CLONE THAT HE HIMSELF HAD CREATED!

BUT I WANTED TO KEEP TABS ON THE CLONE, SINCE HE WOULD BE A KEY PLAYER IN WHAT WAS TO COME. I HAD MY SQUIRREL ARRANGE FOR A FINAL BIT OF BUSINESS WITH TRAINER...

...I WISH FOR YOU TO MONITOR THE CLONE'S ACTIVITIES AND WHEREABOUTS. I WILL CONTACT YOU PERIODICALLY TO RECIEVE YOUR UPDATES.

FOR HOW LONG?

UNTIL I TELL YOU OTHERWISE. THIS WILL BE A **LONG-TERM** ASSIGNMENT, TRAINER...

...YOU HAD BEST GET **USED** TO IT.

TRAINER DID HIS JOB WELL. HE EVEN WENT SO FAR AS TO MAKE **CONTACT** WITH THE CLONE, BEFRIENDING HIM, BECOMING HIS CONFIDANTE AND MENTOR.

BUT I DID NOT ANTICIPATE TRAINER DEVELOPING A **BOND** WITH REILLY, HIS COMING TO LOOK UPON THE CLONE ALMOST AS A SON.

I NOW FEAR THIS BOND BETWEEN THEM COULD LEAD TO... **COMPLICATIONS**.

...BUT AS IT TURNED OUT, IT WAS HARRY'S PSYCHIATRIST, A DR. BART HAMILTON, WHO FANCIED HIMSELF A CRIMINAL MASTERMIND!

HIS STINT AS THE GOBLIN WAS EXTREMELY SHORT-LIVED. I DID NOT EVEN DISCOVER HIS IDENTITY UNTIL AFTER HE WAS KILLED IN AN EXPLOSION.

A YEAR OR SO AFTER THE SHEA STADIUM AFFAIR, I WAS PRIMARILY FOCUSING MY ATTENTIONS ON MY GROWING EMPIRE IN EUROPE.

I WAS BRIEFLY DISTRACTED, HOWEVER, BY THE RETURN OF THE GREEN GOBLIN, WHO MADE A RATHER PATHETIC ATTEMPT TO TAKE OVER THE NEW YORK UNDERWORLD.

NATURALLY, I ASSUMED IT WAS HARRY...

ALMOST A YEAR
AFTER THAT, I
RECEIVED A
SHOCKING BIT
OF NEWS FROM
MY WORLD-WIDE
INFORMATION
NETWORK...



WHAT?!
MENDEL
STROMM --
ALIVE?!

BUT
HOW CAN **THAT**
BE..?

MENDEL STROMM...
A NAME FROM MY
PAST.

HE WAS A CHEMIST AND ROBOTICS
EXPERT. HE HAD BEEN MY BUSINESS
PARTNER. TOGETHER, WE BUILT WHAT
IS NOW OSBORN INDUSTRIES.



BUT MORE
IMPORTANTLY...

...HE CREATED THE FORMULA THAT
'GAVE ME SUPER-STRENGTH, THAT
ENABLED ME TO BECOME THE
GOBLIN... THAT BROUGHT ME
BACK FROM THE DEAD.

BUT WHEN I LEARNED
THAT STROMM WAS
EMBEZZLING FROM THE
COMPANY, I SAW AN
OPPORTUNITY TO OUST
HIM AND TAKE COMPLETE
CONTROL OF THE
BUSINESS!

YOU'LL **PAY** FOR THIS,
OSBORN! I WON'T BE
IN JAIL **FOREVER**,
AND WHEN I GET
OUT...



...I'LL
HAVE MY
REVENGE!

TAKE
HIM AWAY,
GENTLEMEN!

I'LL
BE IN COURT
TO PREFER
CHARGES IN THE
MORNING!

THAT WAS NINETEEN
YEARS AGO. STROMM
WAS RELEASED FROM
PRISON TEN YEARS
AFTER THAT.

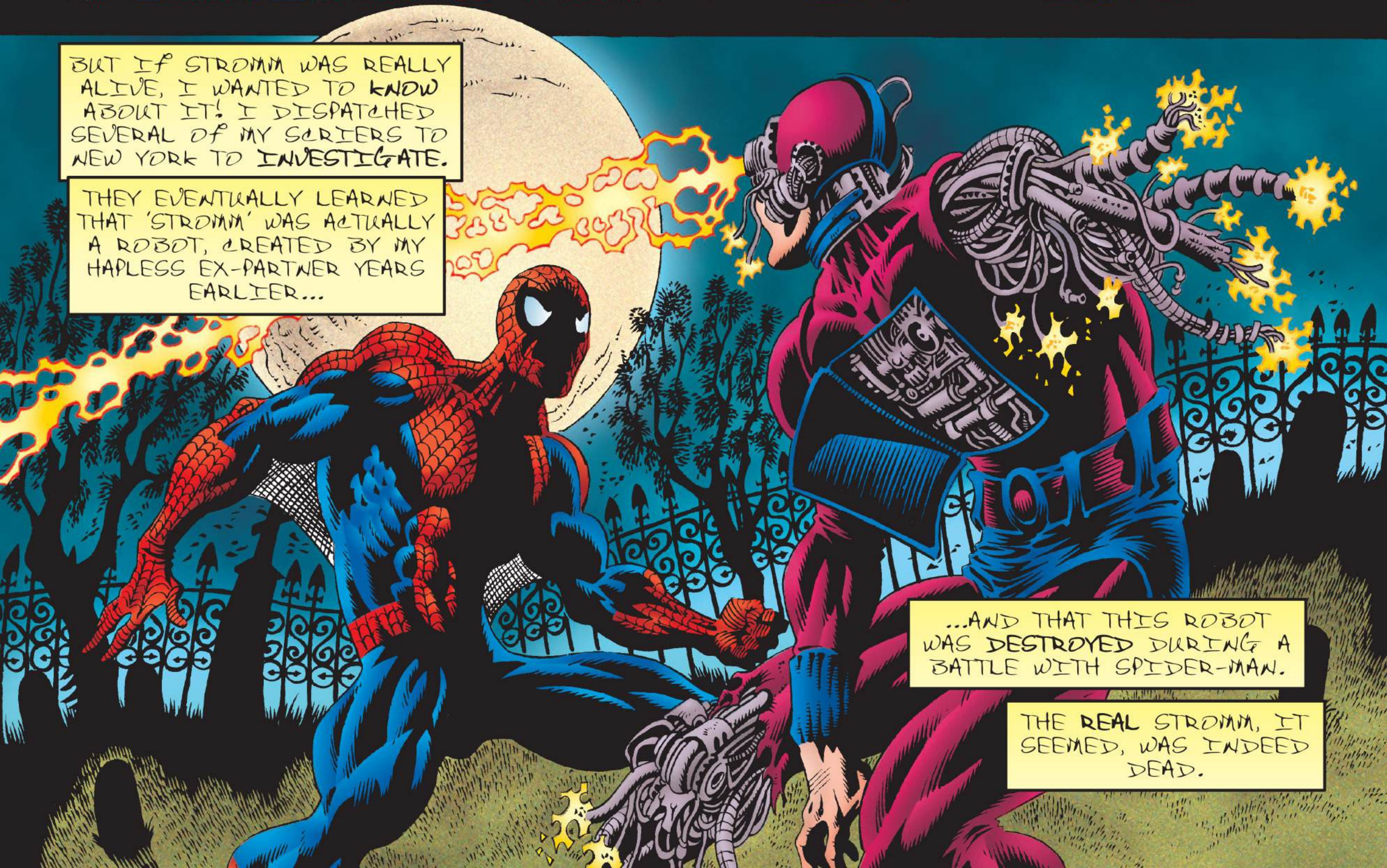
TRUE TO HIS WORD,
HE ATTEMPTED TO
GET REVENGE
ON ME.



HE **FAILED**, AND
ENDED UP DYING --
SUPPOSEDLY --
FROM A HEART ATTACK.

BUT IF STROMM WAS REALLY
ALIVE, I WANTED TO KNOW
ABOUT IT! I DISPATCHED
SEVERAL OF MY SPYERS TO
NEW YORK TO INVESTIGATE.

THEY EVENTUALLY LEARNED
THAT 'STROMM' WAS ACTUALLY
A ROBOT, CREATED BY MY
HAPLESS EX-PARTNER YEARS
EARLIER...



...AND THAT THIS ROBOT
WAS DESTROYED DURING A
BATTLE WITH SPIDER-MAN.

THE REAL STROMM, IT
SEEMED, WAS INDEED
DEAD.

BUT MY SERIES DISCOVERED SOMETHING ELSE, SOMETHING THAT CAUSED ME A GREAT DEAL OF CONCERN...

...DURING OUR INVESTIGATION, WE CHECKED THE REAL STROMM'S OLD LAB, AND FOUND SOME OF HIS NOTES.

THEY INDICATE THAT HE TESTED HIS SUPER-STRENGTH FORMULA ON HIMSELF, SHORTLY BEFORE HE DIED.

IF THAT'S TRUE... AND THE FORMULA COULD REVIVE ME FROM THE DEAD...

COULDN'T IT HAVE DONE THE SAME FOR STROMM?

I WANT YOU TWO TO CHECK OUT STROMM'S TOMB, EXAMINE HIS BODY --

-- AND REPORT YOUR FINDINGS TO ME IMMEDIATELY!

THEIR FINDINGS WERE EXTRA-ORDINARY! I HAD THEM STEAL THE BODY FROM THE TOMB, AND BRING IT BACK WITH THEM TO EUROPE...

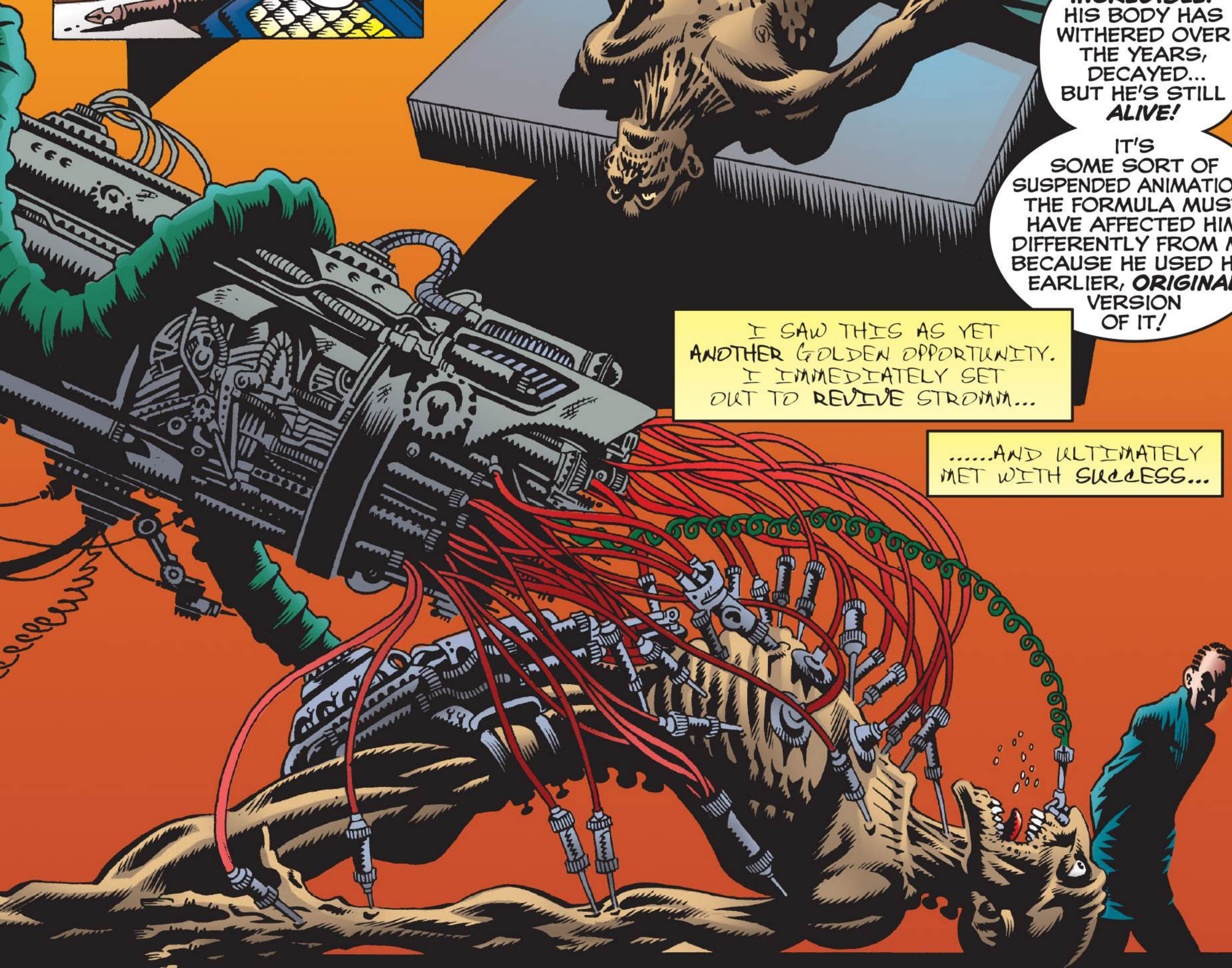
...WERE I COULD EXAMINE IT PERSONALLY.

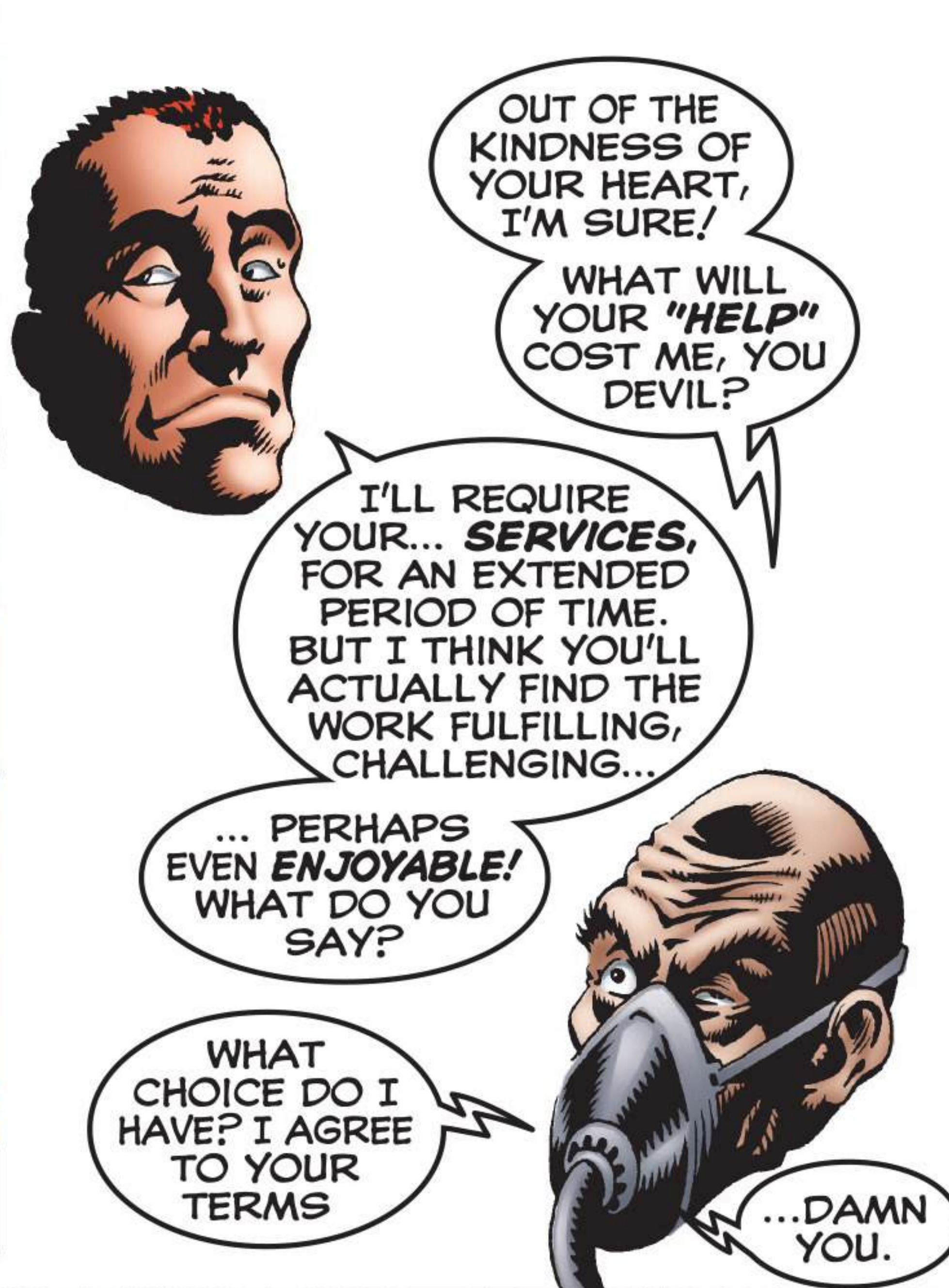
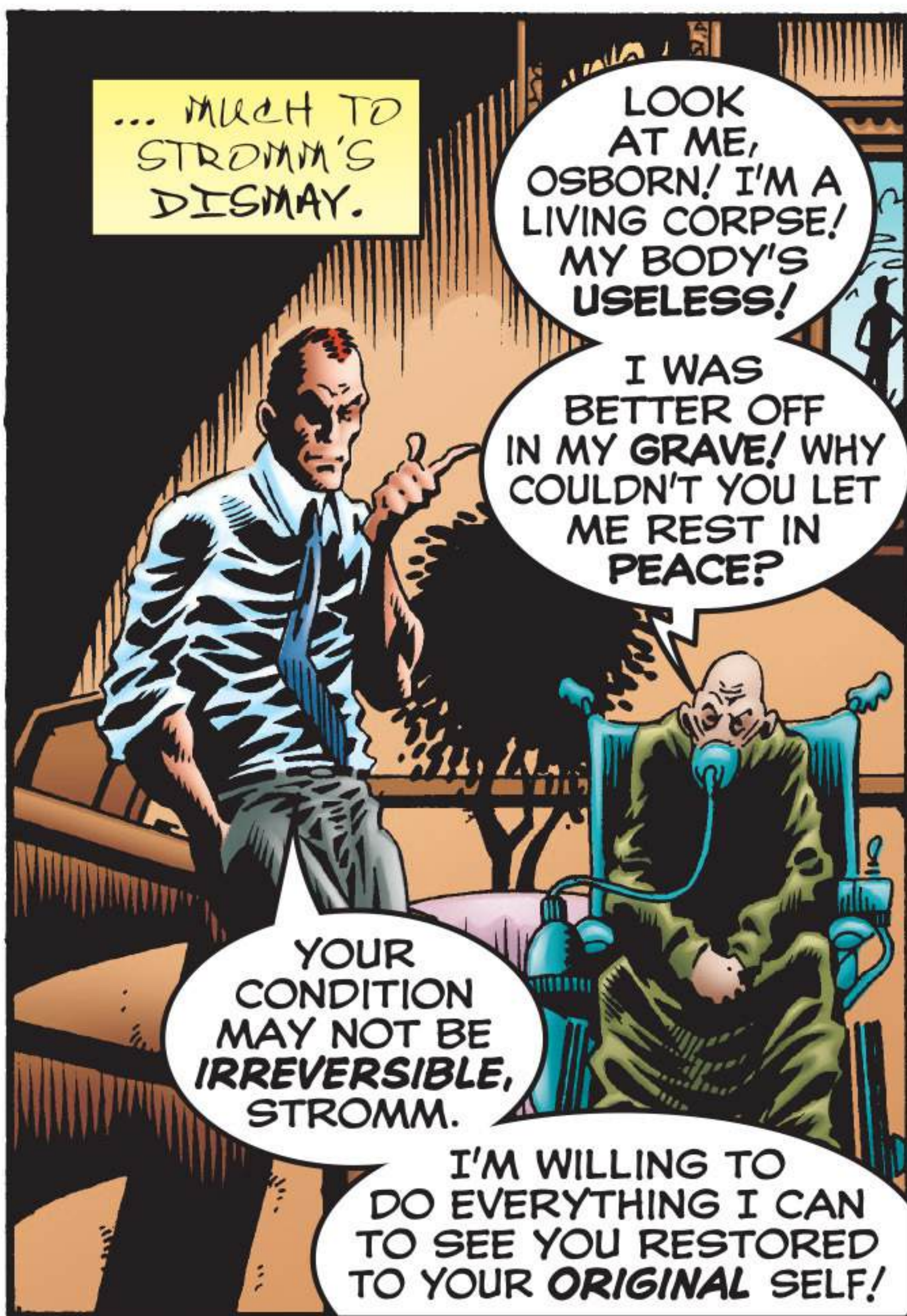
INCREDIBLE! HIS BODY HAS WITHERED OVER THE YEARS, DECAYED... BUT HE'S STILL ALIVE!

IT'S SOME SORT OF SUSPENDED ANIMATION! THE FORMULA MUST HAVE AFFECTED HIM DIFFERENTLY FROM ME BECAUSE HE USED HIS EARLIER, ORIGINAL VERSION OF IT!

I SAW THIS AS YET ANOTHER GOLDEN OPPORTUNITY. I IMMEDIATELY SET OUT TO REVIVE STROMM...

.....AND ULTIMATELY MET WITH SUCCESS...







SOMEONE HAD
DISCOVERED
ONE OF MY OLD
GOBLIN HIDEOUTS
AND STOLE MY
COSTUMES, MY
EQUIPMENT, AND,
MOST GALLING
OF ALL...

...THE PERSONAL JOURNALS I
KEPT DURING THAT PERIOD OF
MY LIFE! ADOPTING A COSTUMED
IDENTITY THAT ECHOED MINE,
THIS USURPER CALLED HIMSELF...

...THE HOBGOBLIN!

AND HIS SHEER AUDACITY
INFURIATED ME!

HE QUICKLY ATTEMPTED
TO BECOME A MAJOR
PLAYER IN THE NEW YORK
CITY UNDERWORLD...

...AND EVEN BEGAN A
WAR WITH SPIDER-MAN
TO DEMONSTRATE HIS
PROWESS.

IT BECAME INCREASINGLY
OBVIOUS THAT HE'D GAINED
SUPER-STRENGTH, AND I
SURMISED THAT HE'D USED MY
JOURNALS TO RECREATE STORM'S
FORMULA.

THAT ONLY FUELED
MY RAGE.

I MADE ARRANGEMENTS TO
RETURN TO NEW YORK IN
SECRET AND DEAL WITH
THIS SCUM PERSONALLY...

...BUT THEN I RECEIVED INFORMATION
ABOUT SOMETHING I DEEMED OF EVEN
GREATER IMPORTANCE. OR RATHER,
SOMEONE...

DR. JUDAS
TRAVELLER.

A WORLD-RENOWNED CRIMINAL
PSYCHOLOGIST. I KNEW OF HIS
WORK AND FOUND HIS THEORIES
AND OBSERVATIONS ABOUT
THE NATURE OF GOOD AND
EVIL TO BE...INTRIGUING.

IT WAS COMMON KNOWLEDGE
THAT HE HAD GONE INTO
SECLUSION OF LATE, BUT
THROUGH MY SOURCES, I
DISCOVERED THE REASON
WHY...

...A
COMPLETE,
SEVERE **NERVOUS
BREAKDOWN**, BROUGHT
ON BY AN UNHEALTHY
OBSESSION WITH
HIS WORK.

BUT
THAT'S NOT
ALL...

IT SEEMED THAT TRAVELLER'S BREAKDOWN TRIGGERED A LATENT MUTANT POWER WITHIN HIM-- THE POWER TO ALTER A PERSON'S PERCEPTIONS OF REALITY.

AND APPARENTLY, THAT POWER EXTENDED TO HIMSELF...

...BECAUSE HE BECAME CONVINCED THAT HE WAS A GOD-LIKE BEING WHO HAD WALKED THE EARTH FOR CENTURIES, STUDYING GOOD AND EVIL!

NEVERTHELESS, I RECOGNIZED HIM AS A NEAR-LIMITLESS SOURCE OF POWER, A GREAT ASSET TO MY OWN OPERATIONS.

I SENT ONE OF THE SORRIERS TO BEFRIEND TRAVELLER, BECAME HIS CONFIDANTE AND ADVISOR, PLAY INTO HIS DELUDED FANTASIES...

...ALL THE WHILE SUBTLY MANIPULATING AND GUIDING HIM IN DIRECTIONS THAT WOULD BENEFIT MY AGENDAS.

TRAVELLER LOVED THE BOOST TO HIS EGO THAT SORRIER PROVIDED.

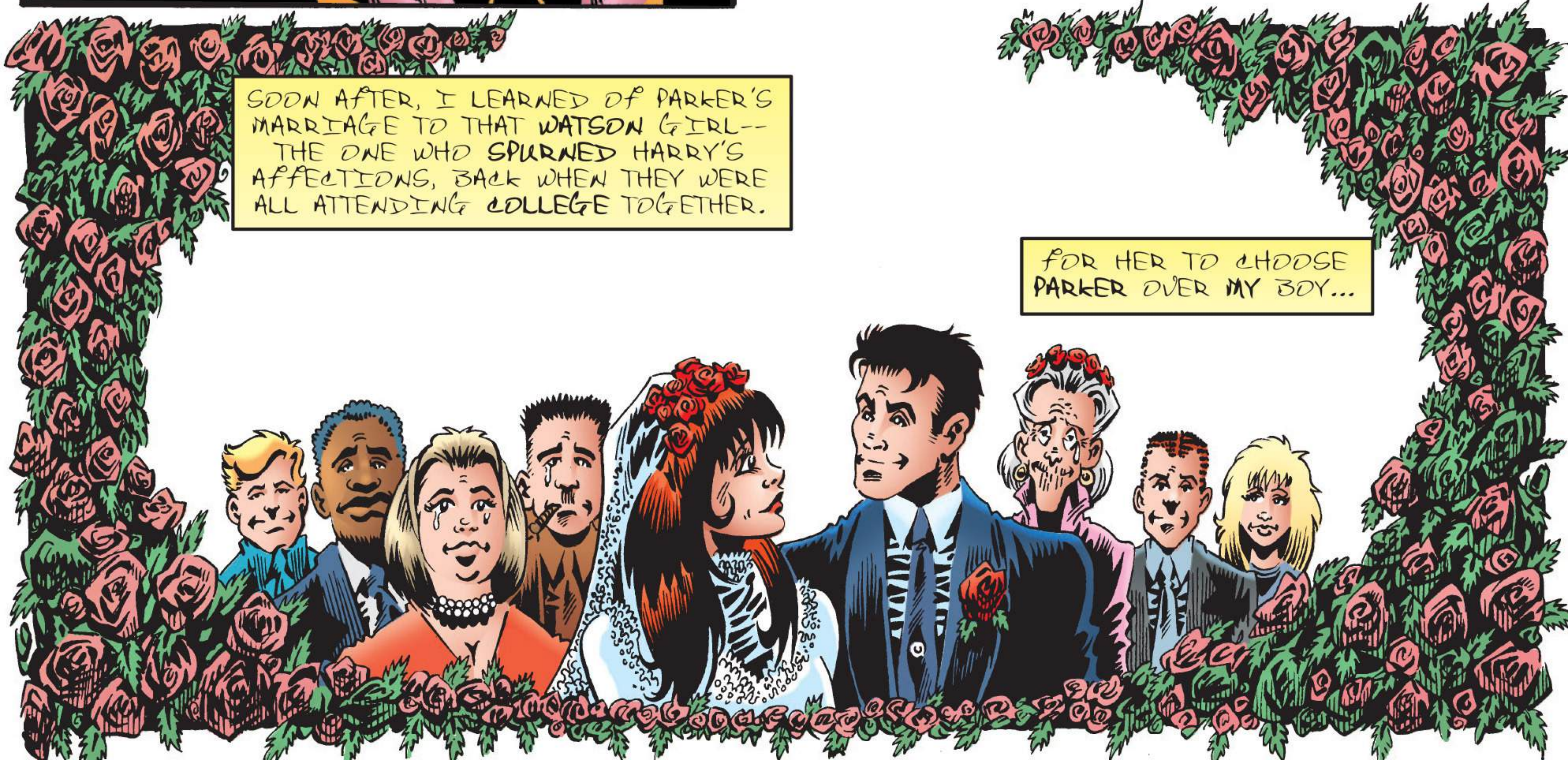
AND THROUGH SORRIER, I SET TRAVELLER UP WITH A TEAM OF SPECIAL OPERATIVES.

TRAVELLER REFERRED TO THEM AS "THE HOST."

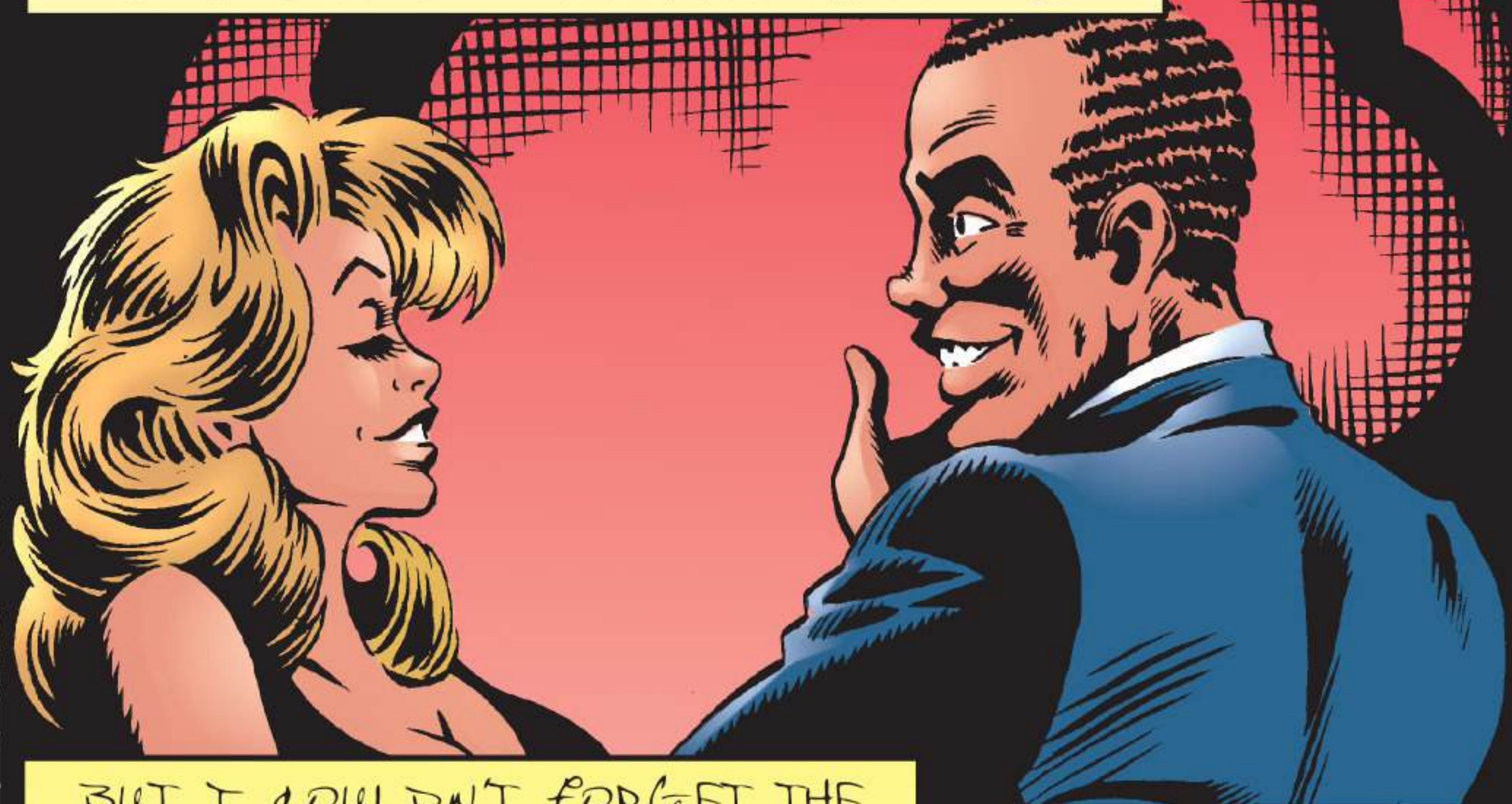
EVEN MORE PAWNS UNDER MY CONTROL.

SOON AFTER, I LEARNED OF PARKER'S MARRIAGE TO THAT WATSON GIRL-- THE ONE WHO SPURNED HARRY'S AFFECTIONS, BACK WHEN THEY WERE ALL ATTENDING COLLEGE TOGETHER.

FOR HER TO CHOOSE PARKER OVER MY BOY...



HARRY WAS CURED OF HIS INSANITY BY THEN, HAPPILY MARRIED AND THE FATHER OF A LITTLE BOY NAMED AFTER ME.



AND YET, I ALLOWED HER MARRIAGE TO PARKER TO PROCEED UNINTERRUPTED...

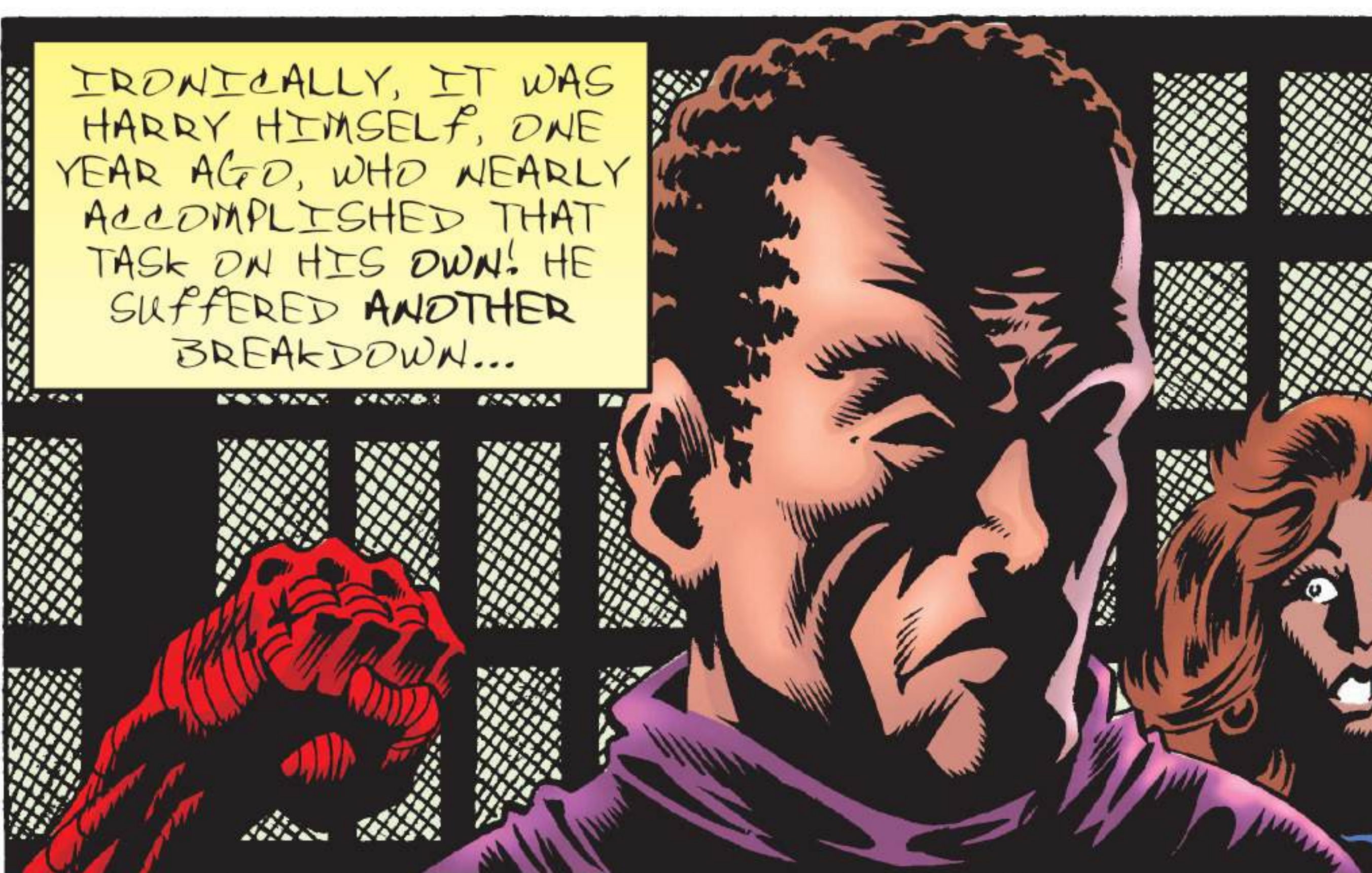


...FOR I KNEW THAT THE MORE HAPPINESS THEY ATTAINED, THE MORE THEY WOULD SUFFER WHEN I TOOK IT ALL AWAY FROM THEM.

BUT I COULDN'T FORGET THE HURT AND ANGUISH THAT THE WATSON GIRL HAD CAUSED HARRY WHEN SHE REJECTED HIM. IT HELPED DRIVE HIM TO DRUGS, AND HIS BREAKDOWN.

HARRY MAY HAVE BEEN A SNIVELLING WEAKLING, BUT HE WAS STILL MY SON. STILL AN OSBORN.

IRONICALLY, IT WAS HARRY HIMSELF, ONE YEAR AGO, WHO NEARLY ACCOMPLISHED THAT TASK ON HIS OWN! HE SUFFERED ANOTHER BREAKDOWN...



...BECAME THE GREEN GOBLIN ONCE AGAIN, AND BEGAN TERRORIZING PARKER AND HIS WIFE...

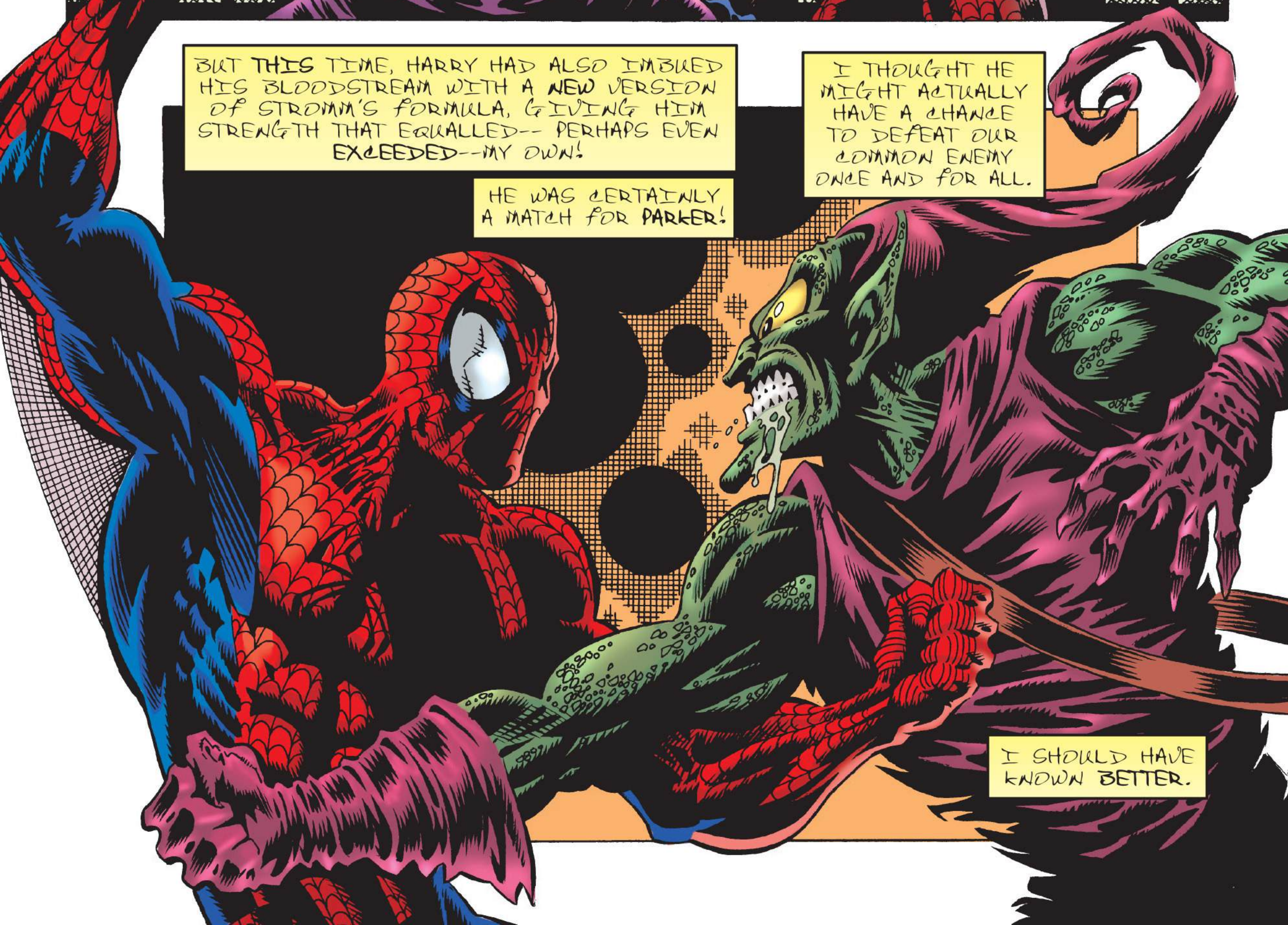


...THREATENING TO EXPOSE PARKER AS SPIDER-MAN.

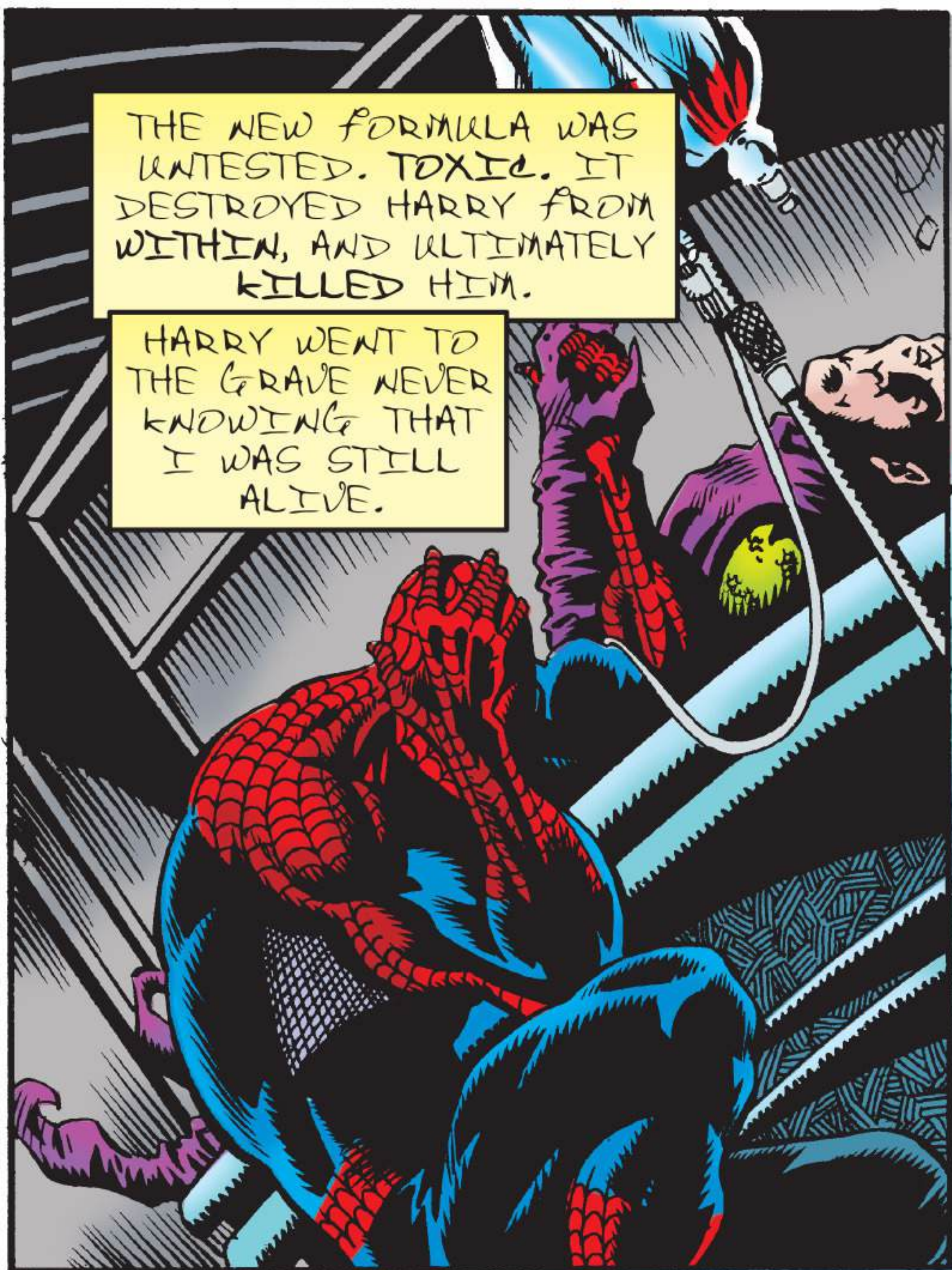
BUT THIS TIME, HARRY HAD ALSO IMBUED HIS BLOODSTREAM WITH A NEW VERSION OF STRONG'S FORMULA, GIVING HIM STRENGTH THAT EQUALLED-- PERHAPS EVEN EXCEEDED--MY OWN!

HE WAS CERTAINLY A MATCH FOR PARKER!

I THOUGHT HE MIGHT ACTUALLY HAVE A CHANCE TO DEFEAT OUR COMMON ENEMY ONCE AND FOR ALL.

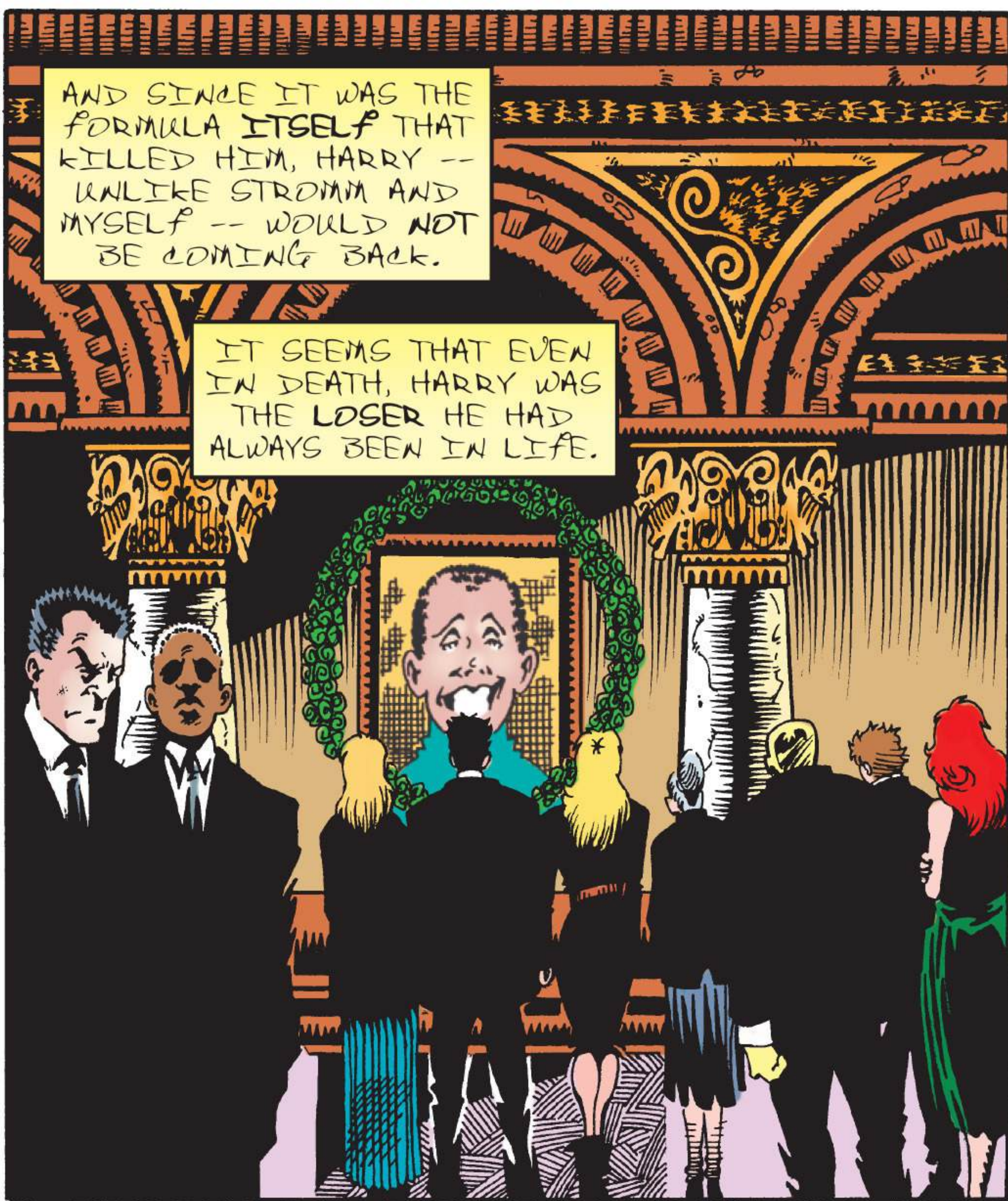


I SHOULD HAVE KNOWN BETTER.



THE NEW FORMULA WAS UNTESTED. TOXIC. IT DESTROYED HARRY FROM WITHIN, AND ULTIMATELY KILLED HIM.

HARRY WENT TO THE GRAVE NEVER KNOWING THAT I WAS STILL ALIVE.



AND SINCE IT WAS THE FORMULA ITSELF THAT KILLED HIM, HARRY -- UNLIKE STROMM AND MYSELF -- WOULD NOT BE COMING BACK.

IT SEEMS THAT EVEN IN DEATH, HARRY WAS THE LOSER HE HAD ALWAYS BEEN IN LIFE.



BUT HARRY WAS STILL MY SON. MY ONLY SON. AND HE WAS AN OSBORN. HIS DEATH WOULD NOT GO UNPUNISHED.

IT WAS HARRY'S "BEST" FRIEND PARKER WHO DROVE HIM TO USE THAT NEW FORMULA ON HIMSELF --



-- THE ONE THAT KILLED HIM!

PARKER WOULD PAY DEARLY.



I GATHERED MY OPERATIVES TO BEGIN MY REVENGE CAMPAIGN AGAINST PARKER IN EARNEST...

... AND IT SEEMED LIKE THE FATES DECIDED TO WORK IN MY FAVOR FROM THEN ON.

EARLIER THIS YEAR, FOR EXAMPLE, THE OLD WOMAN -- PARKER'S AUNT -- SUFFERED A SEVERE STROKE AND LAPSED INTO A COMA.



THIS OCCURRED AROUND THE SAME TIME THAT PARKER'S WIFE ANNOUNCED THAT SHE WAS PREGNANT.



DAN ANNOUNCEMENT THAT PROVIDED ME WITH THE IMPETUS TO MOVE MY PLAN INTO NEXT PHASE.

AND AS LUCK WOULD HAVE IT, THE CLONE -- REILLY -- LEARNED OF MAY PARKER'S STROKE AND RETURNED TO NEW YORK TO BE NEAR HER DURING HER FINAL DAYS.



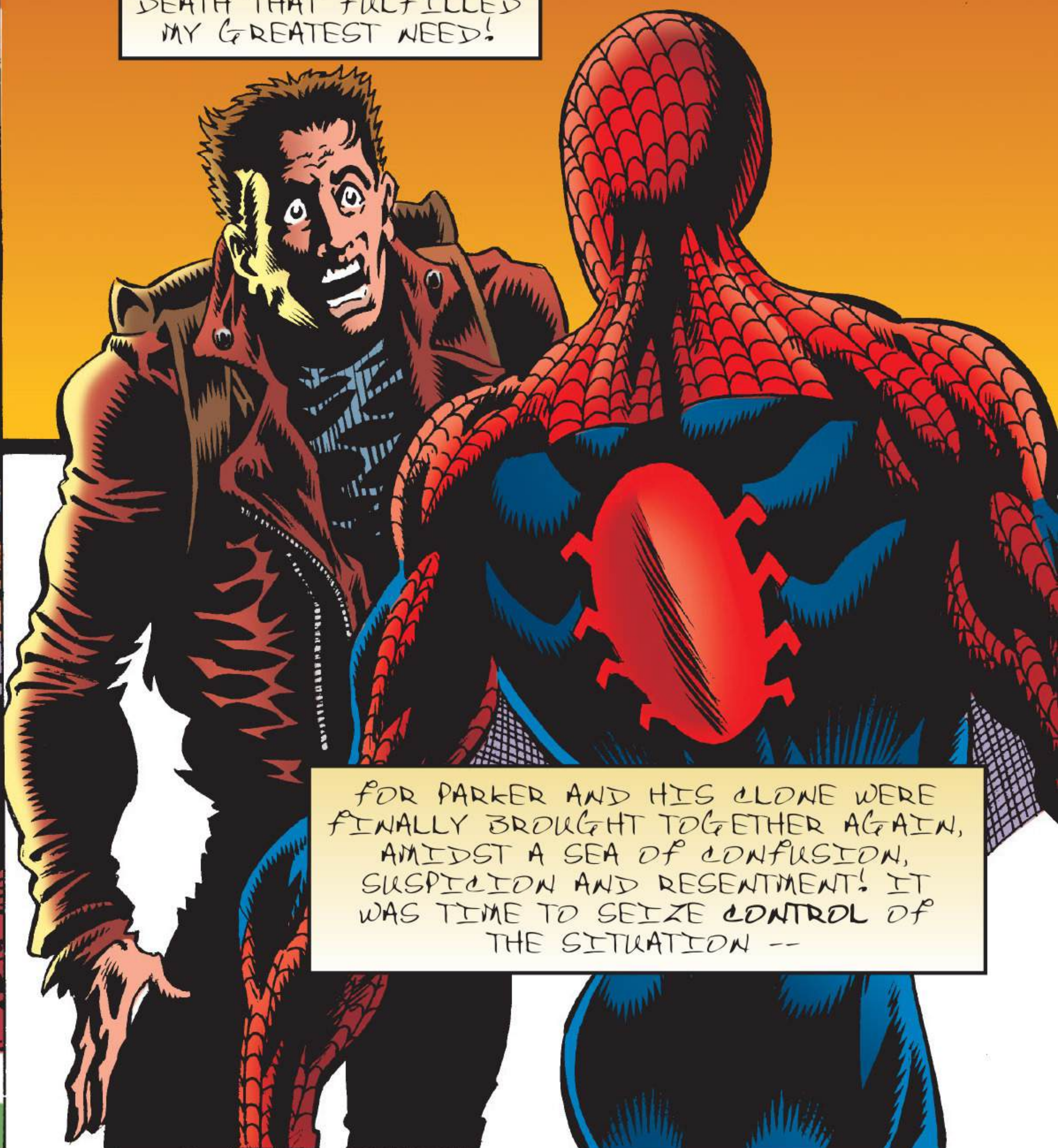
THIS SAVED ME THE TROUBLE OF CONCOCTING SOME ELABORATE SCHEME TO LURE HIM BACK TO THE CITY.

THEN THE OLD WOMAN FINALLY DIED, DELIVERING A MAJOR EMOTIONAL BLOW TO PARKER AND HIS WIFE.

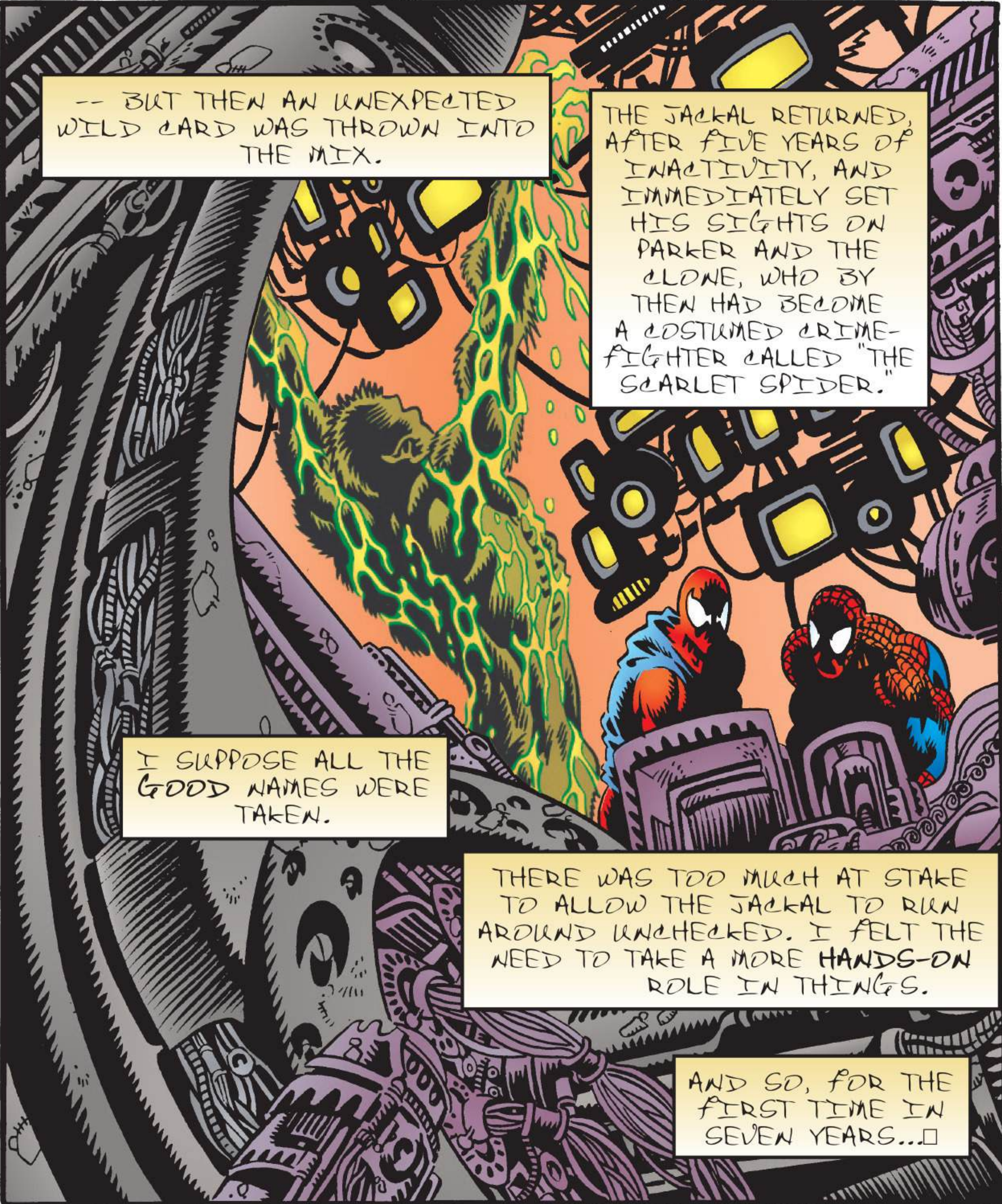
MY ONLY REGRET IS THAT I WAS NOT THE CAUSE.



NONETHELESS, IT WAS MAY PARKER'S ILLNESS AND SUBSEQUENT DEATH THAT FULFILLED MY GREATEST NEED!



FOR PARKER AND HIS CLONE WERE FINALLY BROUGHT TOGETHER AGAIN, AMIDST A SEA OF CONFUSION, SUSPICION AND RESENTMENT! IT WAS TIME TO SEIZE CONTROL OF THE SITUATION --



-- BUT THEN AN UNEXPECTED
WILD CARD WAS THROWN INTO
THE MIX.

THE JACKAL RETURNED,
AFTER FIVE YEARS OF
INACTIVITY, AND
IMMEDIATELY SET
HIS SIGHTS ON
PARKER AND THE
CLONE, WHO BY
THEN HAD BECOME
A COSTUMED CRIME-
FIGHTER CALLED "THE
SCARLET SPIDER."

I SUPPOSE ALL THE
GOOD NAMES WERE
TAKEN.

THERE WAS TOO MUCH AT STAKE
TO ALLOW THE JACKAL TO RUN
AROUND UNCHECKED. I FELT THE
NEED TO TAKE A MORE HANDS-ON
ROLE IN THINGS.

AND SO, FOR THE
FIRST TIME IN
SEVEN YEARS...



...I RETURNED
TO NEW YORK,
IN SECRET.

THERE WAS SO MUCH
TO DO, TO ARRANGE.

IT WAS CRUCIAL FOR PARKER
AND REILLY TO DOUBT THE
TRUTH ABOUT THEMSELVES,
TO WANT TO BE ABSOLUTELY
SURE WHICH OF THEM WAS
THE CLONE AND WHICH WAS
THE ORIGINAL.



THE JACKAL ACCOMPLISHED
THAT TASK QUITE NICELY,
COMPLETELY UNAWARE THAT
HE WAS SERVING MY NEEDS!

NEITHER
OF YOU IS
THE REAL ONE!
YOU REALLY
ARE **BOTH**
CLONES!

WARREN STILL BELIEVED
THAT REILLY WAS THE
ORIGINAL, AND ALL
OF HIS ACTIONS WERE
BASED ON THAT BELIEF.

HIS MIND GAMES MADE
PARKER AND REILLY WISH
TO EXAMINE THEMSELVES
CONCLUSIVELY...

AND SO IT BECAME NECESSARY TO BRING SEWARD TRAINER UNDER MY INFLUENCE AGAIN. THIS TIME, HOWEVER, I SENT STROMM RATHER THAN SCRIER..

I'D PROMISED TO RESTORE STROMM'S BODY, AND SINCE TRAINER HAD THE SCIENTIFIC KNOWLEDGE TO FULFILL THAT PROMISE, I FELT IT APPROPRIATE TO BRING THE TWO OF THEM TOGETHER.

LISTEN CAREFULLY, TRAINER. YOU DO AS I SAY, AND I **WON'T** REVEAL TO THE WORLD THAT YOU WERE IN LEAGUE WITH JACKAL --

-- AND PARTICIPATED IN HIS PROFANE EXPERIMENTS FIVE YEARS AGO! **PLUS** THE FACT THAT YOU BUILT YOUR WHOLE REPUTATION --

-- ON WORK YOU STOLE FROM HIM!

WHO **ARE** YOU? ARE YOU WORKING WITH **SCRIER**? HE PROMISED HE'D NEVER TELL **ANYONE**!

SCRIER? NEVER HEARD OF HIM. MY EMPLOYER WISHES TO REMAIN... **ANONYMOUS** FOR NOW.

W-WHAT DO YOU **WANT** FROM ME?

FIRST, I WANT YOU TO OFFER YOUR LAB AND EQUIPMENT TO PARKER AND YOUR FRIEND REILLY, SO THEY CAN RUN TESTS ON THEMSELVES.

BUT YOU'LL **TAMPER** WITH THE EQUIPMENT IN **ADVANCE**, SO THAT **PARKER** WILL READ AS THE CLONE.

NO! NOT **AGAIN**!

PETER AND MARY JANE ARE GOOD PEOPLE! THEY DON'T **DESERVE** THIS!

MY EMPLOYER THINKS OTHERWISE!

AND IT IS NOT WISE TO **QUESTION** HIS DECISIONS.

DON'T FRET, TRAINER. YOUR FRIEND, REILLY ACTUALLY **BENEFITS** FROM THIS!

HE'LL GET HIS FONDEST WISH -- THE BELIEF THAT HE'S THE ORIGINAL AFTER ALL! AND **SPEAKING** OF FONDEST WISHES...

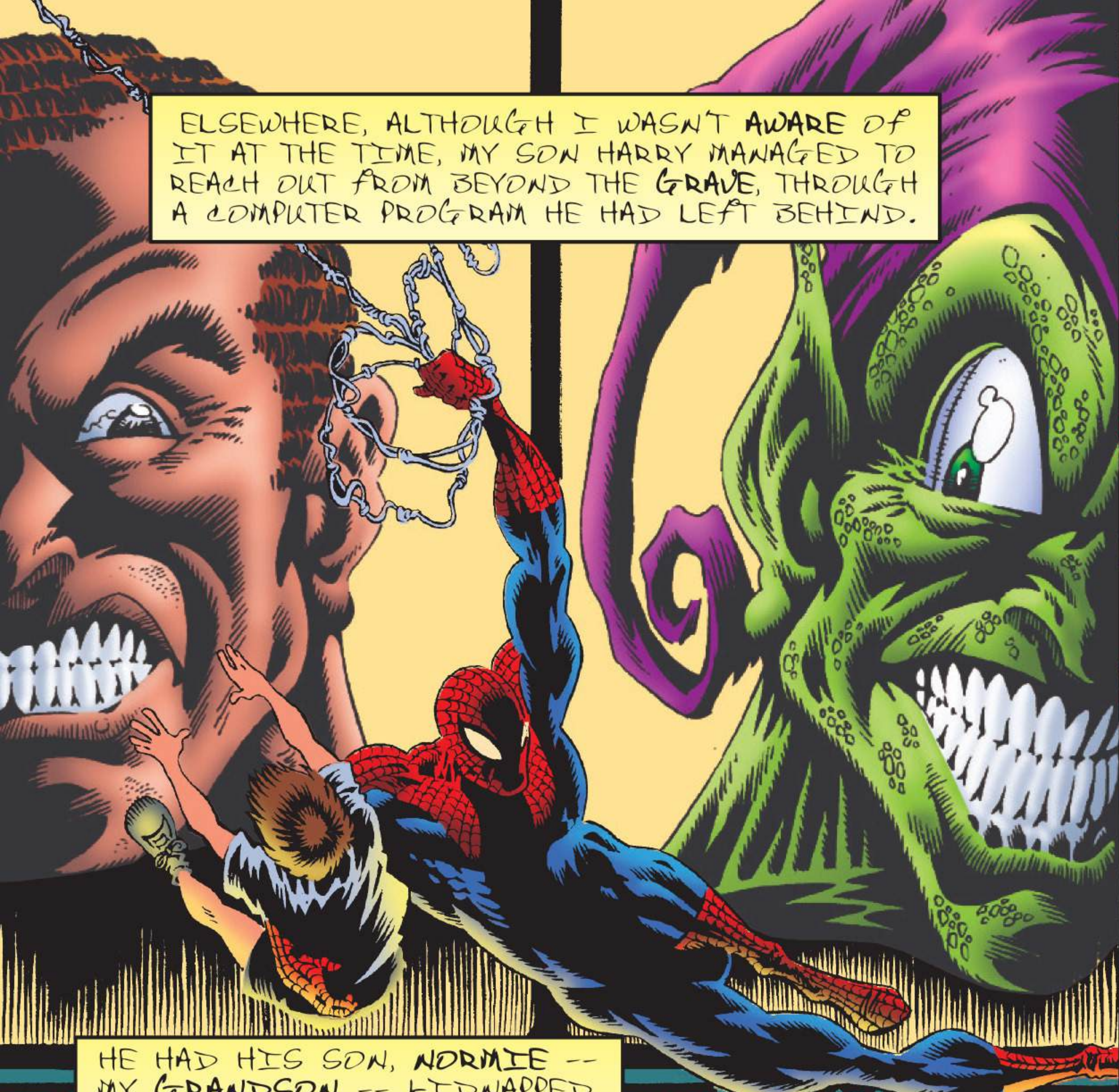
...YOU'RE GOING TO HELP ME ACHIEVE **MINE**, BY REJUVENATING MY BODY!

I'VE BEEN INFORMED THAT YOU HAVE THE KNOWLEDGE AND ABILITY TO DO IT... SO YOU **WILL**!

BECAUSE IF YOU **DON'T**, THEN REILLY WILL LEARN THE **TRUTH** ABOUT YOU -- AND I DON'T THINK HE'LL **LIKE** IT!

AND WITH THE JACKAL BACK ON THE SCENE, HE'D BE FAIRLY **PEEVED** AT YOU IF HE LEARNED HOW YOU **BETRAYED** HIM AND STOLE HIS WORK, DON'T YOU THINK?

ONCE AGAIN, POOR, PATHETIC TRAINER HAD NO CHOICE BUT TO AGREE TO THE "BARGAIN."



ELSEWHERE, ALTHOUGH I WASN'T AWARE OF IT AT THE TIME, MY SON HARRY MANAGED TO REACH OUT FROM BEYOND THE GRAVE, THROUGH A COMPUTER PROGRAM HE HAD LEFT BEHIND.

HE HAD HIS SON, NORMIE -- MY GRANDSON -- KIDNAPPED, IN AN ATTEMPT TO EXPOSE THE BOY TO THE FORMULA THAT GAVE BOTH HARRY AND ME OUR SUPER-STRENGTH.

"THE LEGACY OF THE GREEN GOBLIN," HARRY CALLED IT, UNAWARE THAT THIS WAS THE SAME FORMULA THAT KILLED HIM! AND HE WAS SENTENCING HIS CHILD TO THE SAME FATE!

IRONICALLY, IT WAS PARKER WHO SAVED YOUNG NORMIE FROM CERTAIN DEATH!



BUT HARRY'S LEGACY LIVED ON, WITH THE SUDDEN APPEARANCE OF A NEW GREEN GOBLIN.

OBVIOUSLY, THIS WAS SOMEONE WHO STUMBLED UPON THE NEW, HIGHLY ADVANCED GOBLIN COSTUMES AND EQUIPMENT HARRY HAD DEVELOPED JUST BEFORE HIS DEATH.

AND, INTERESTINGLY ENOUGH THIS NEW "GOBLIN" FANCIED HIMSELF A CRIMEFIGHTER!



I ASSIGNED STROMM THE TASK OF DISPOSING OF THIS RIDICULOUS FOOL...

...AND STROMM IN TURN ENLISTED THE AID OF THE CONTRACT KILLER KNOWN AS ARCADE TO CAPTURE HIM.

THE "GOBLIN" MANAGED TO ESCAPE, BUT STROMM RETURNED FROM THIS ASSIGNMENT WITH A DETAILED REPORT OF HIS FINDINGS...

HE'S A TALENTED AMATEUR, BUT HE LACKS ANY REAL EXPERIENCE OR SKILLS.

HE POSES NO THREAT TO YOU OR YOUR OPERATIONS. FRANKLY, HE'S BENEATH YOUR NOTICE.

AGREED, BUT HE'S USING THE NAME. THE COSTUME. THE EQUIPMENT.

THEY DON'T BELONG TO HIM.



I SUPPOSE I'LL KILL HIM... JUST TO MAKE A POINT.



MOST OF MY ATTENTION FROM THEN ON, HOWEVER, WAS FOCUSED ON SEWARD TRAINER'S LAB, AND THE EVENTS UNFOLDING WITHIN.

THE MOMENT I HAD SPENT SO MUCH TIME PLANNING FOR HAD FINALLY COME TO PASS.

PETER...
I AM SO VERY SORRY!

YOU'RE THE CLONE!
I... I'M THE ORIGINAL!

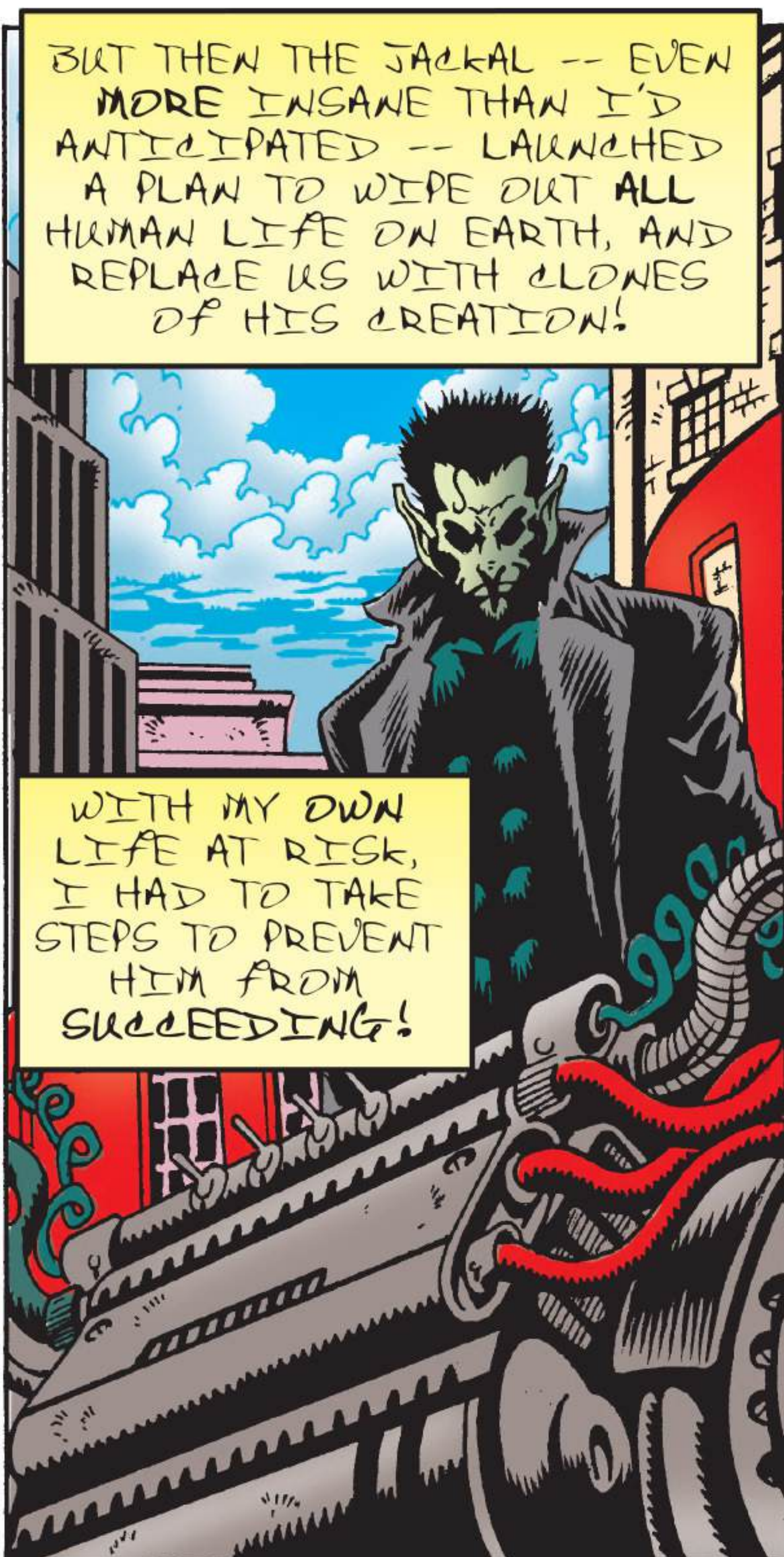
AND SO IT WAS DONE. THIS WAS WHAT THE JACKAL HAD INTENDED TO DO FIVE YEARS AGO, BUT IT WAS TOO EARLY BACK THEN...

...THERE WASN'T ENOUGH FOR PARKER TO LOSE. BUT FIVE YEARS LATER, WITH A WIFE AND A CHILD ON THE WAY...



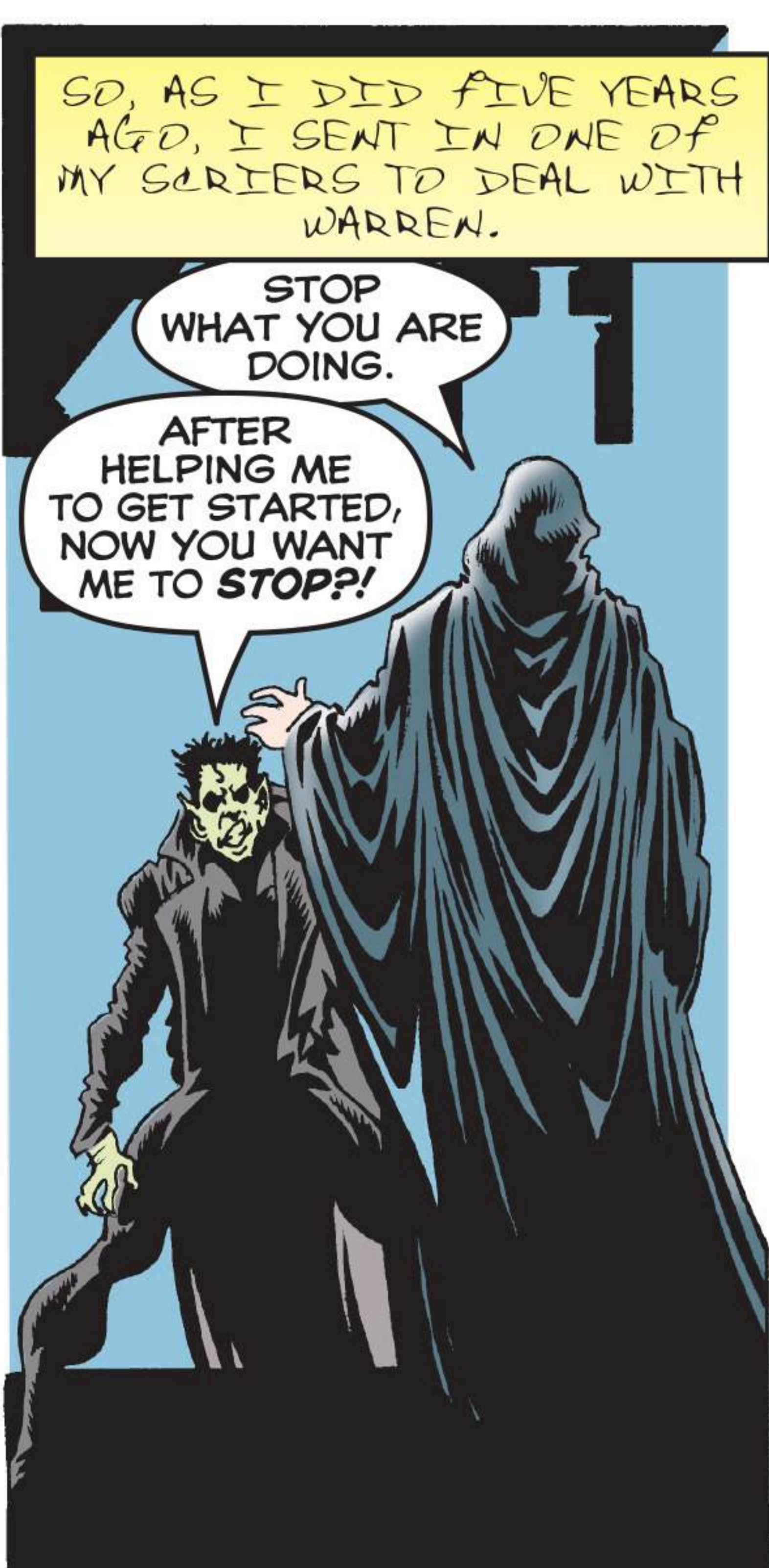
...WELL, THE "REVELATION" THAT HE WAS A CLONE DROVE PARKER OVER THE EDGE, JUST AS I'D HOPED! AS FAR AS HE KNEW, HIS WIFE, HIS UNBORN BABY, HIS FRIENDS, HIS WORLD... WERE ALL LOST TO HIM!

IT WAS ONLY A MATTER OF TIME BEFORE HE WOULD HIT ROCK BOTTOM.



BUT THEN THE JACKAL -- EVEN MORE INSANE THAN I'D ANTICIPATED -- LAUNCHED A PLAN TO WIPE OUT ALL HUMAN LIFE ON EARTH, AND REPLACE US WITH CLONES OF HIS CREATION!

WITH MY OWN LIFE AT RISK, I HAD TO TAKE STEPS TO PREVENT HIM FROM SUCCEEDING!



SO, AS I DID FIVE YEARS AGO, I SENT IN ONE OF MY SERIES TO DEAL WITH WARREN.

STOP WHAT YOU ARE DOING.

AFTER HELPING ME TO GET STARTED, NOW YOU WANT ME TO STOP?!



THE JACKAL WAS ULTIMATELY DEFEATED, HIS SCHEME STOPPED IN THE PROVERBIAL NICK OF TIME.

WARREN IS SUPPOSEDLY DEAD...

...BUT I, OF ALL PEOPLE, KNOW THAT THERE ARE ALWAYS... POSSIBILITIES.

HOWEVER, ONE POSSIBILITY THAT I SHOULD HAVE CONSIDERED -- BUT DIDN'T -- WAS THAT PARKER, RATHER THAN SURRENDER TO AND DROWN IN HIS DESPAIR...

...WOULD, INSTEAD, OVERCOME IT AND PERSEVERE! DAMN HIM!

HE DECIDED TO RETIRE AS SPIDER-MAN, LEAVE NEW YORK WITH HIS WIFE, AND BEGIN THEIR FAMILY AND A NEW LIFE ELSEWHERE!

WITH PARKER'S BLESSING, REILLY -- NOW CONVINCED THAT HE WAS THE ORIGINAL -- TOOK ON THE ROLE OF SPIDER-MAN.

HE, TOO, BEGAN A NEW LIFE FOR HIMSELF, AFTER FIVE YEARS AS A WANDERER.

BUT PARKER'S HAPPINESS WAS NOT PART OF THE PLAN!

NONETHELESS, I WAS ABLE TO ADAPT TO THE SITUATION AND REVISE MY STRATEGY AGAINST PARKER.

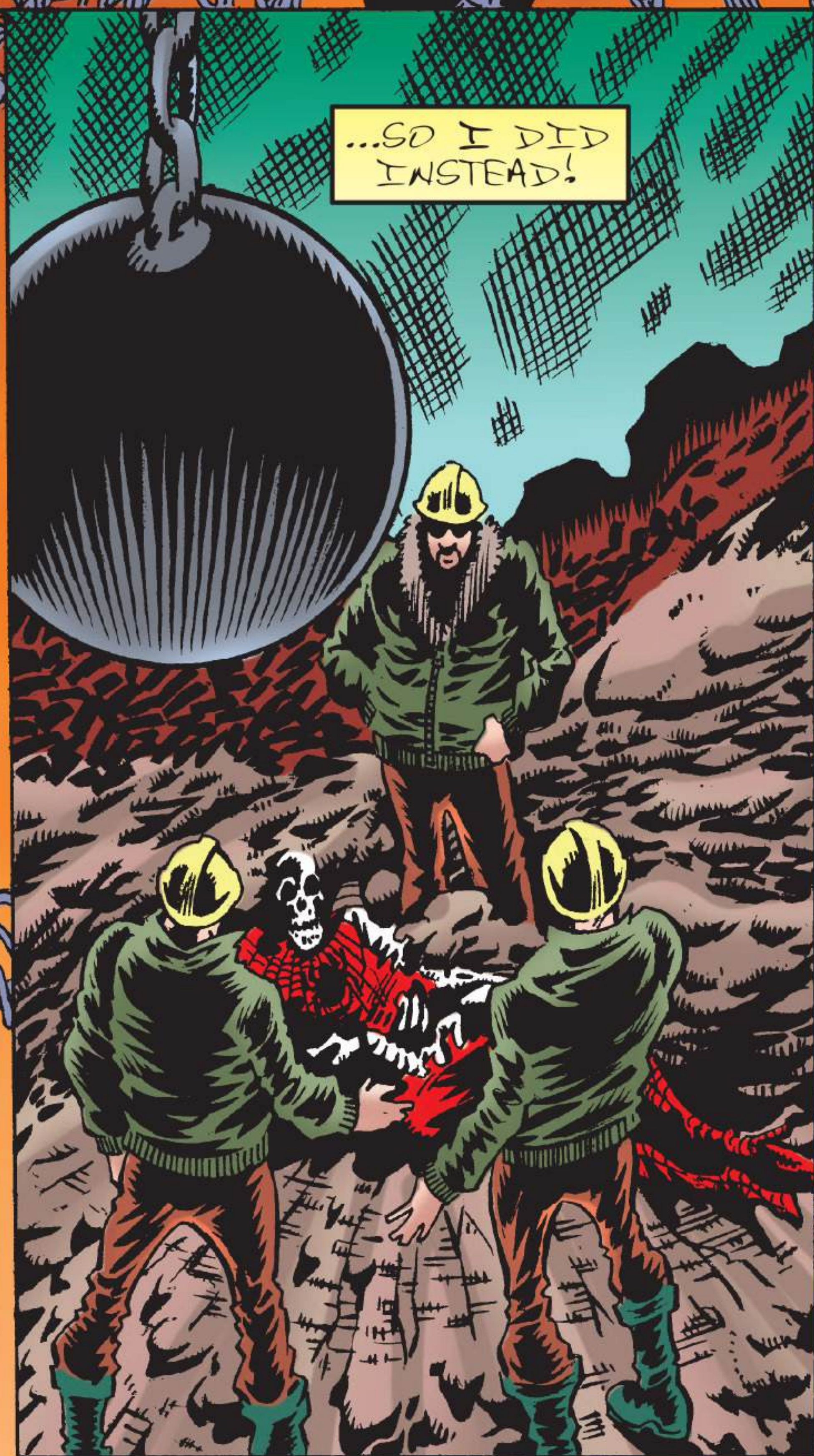


THROUGH MULTIVEX, A PET CORPORATION I SECRETLY SET UP THROUGH OSBORN INDUSTRIES, I PURCHASED A CERTAIN FACTORY IN BROOKLYN, WHICH FEATURED A VERY SPECIAL SMOKESTACK...

YES, YOU HEARD ME CORRECTLY! I WANT IT TORN DOWN IMMEDIATELY!



THE JACKAL NEVER DID GET AROUND TO USING THE CLONE-CORPSE HE'D LEFT BEHIND IN THE SMOKESTACK...



...SO I DID INSTEAD!

THE DISCOVERY OF THE SKELETON BROUGHT PARKER BACK TO NEW YORK, JUST AS I INTENDED. HE WAS DESPERATE TO KNOW IF HE WAS TRULY THE CLONE, OR SOMETHING ELSE ENTIRELY!

AS AN ADDED BONUS, HE SEEMED TO HAVE LOST HIS POWERS, WHICH MADE HIM ALL THE MORE VULNERABLE!

PARKER AND REILLY AGREED TO WORK TOGETHER TO LEARN THE TRUTH. THEY TRIED TO ENLIST THE HELP OF TRAINER, ONLY TO FIND THAT HE'D MYSTERIOUSLY DISAPPEARED!

ACTUALLY, TRAINER WAS BUSY DEVELOPING THE PROCEDURE THAT WOULD RESTORE STROMM'S BODY.

STROMM HAD RELOCATED TRAINER TO THE LAB BENEATH THE MULTIVEX BUILDING, AND WAS PERSONALLY OVERSEEING THE PREPARATIONS FOR HIS REGENERATION.



PARKER AND REILLY'S INVESTIGATIONS INTO THEIR TRUE ORIGINS AND TRAINER'S DISAPPEARANCE BROUGHT THEM UNCOMFORTABLY CLOSE TO ME AND MY OPERATIONS, FAR EARLIER THAN I DESIRED.

...AND THEIR LEADER-- THE HOBGOBLIN, IRONICALLY ENOUGH-- NEARLY KILLED REILLY IN BATTLE!

THIS WAS ACTUALLY THE SECOND HOBGOBLIN, NOT THE ONE WHO RAIDED MY HIDEOUTS AND STOLE MY JOURNALS.

PARKER AND REILLY'S INVESTIGATION WAS SUCCESSFULLY DEFLECTED, BUT THE COST WAS THE MULTIVEX SUBSIDIARY, WHICH HAD BEEN A VALUABLE RESOURCE TO ME.

I PLACED STROMM IN CHARGE OF DISTRACTING THEM, DISRUPTING THEIR LIVES, TO THROW THEM OFF THE TRAIL.

I THEN BEGAN TO KEEP A CLOSER WATCH OVER TRAINER, ALTHOUGH MY IDENTITY REMAINED UNKNOWN TO HIM.



STROMM HIRED A MERCENARY TEAM CALLED CELL-12 TO DELIVER A PARTICULARLY BRUTAL BEATING TO THE POWERLESS PARKER...

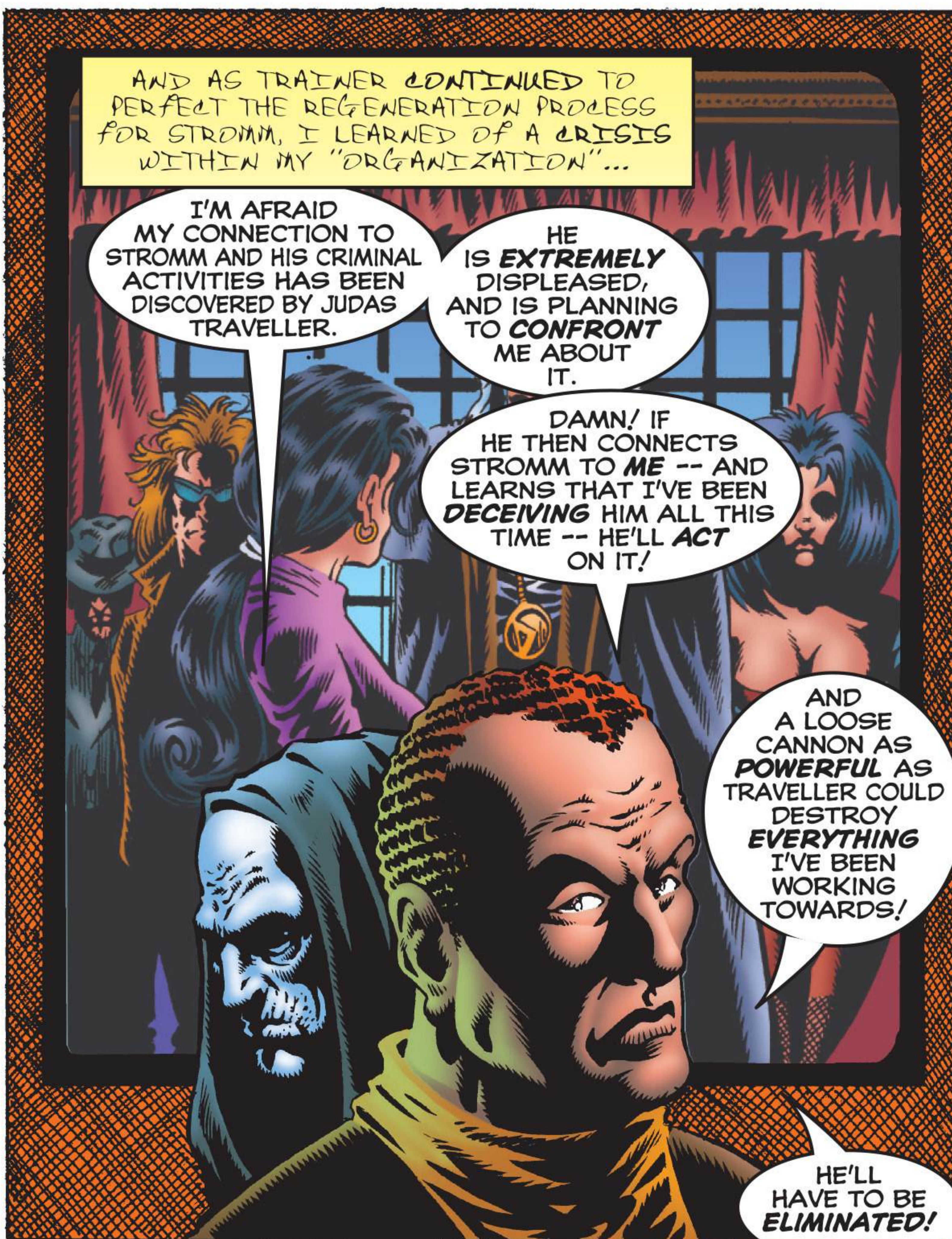


OTHERWISE, I WOULD HAVE KILLED HIM MYSELF WITH MY BARE HANDS!

BUT THIS SECOND HOBGOBLIN APPARENTLY HAD HIS PREDECESSOR ELIMINATED, BEFORE I COULD GET TO HIM!



(HOW I ENVIED THEM!)



AND AS TRAINER CONTINUED TO PERFECT THE REGENERATION PROCESS FOR STROMM, I LEARNED OF A CRISIS WITHIN MY "ORGANIZATION"...

I'M AFRAID MY CONNECTION TO STROMM AND HIS CRIMINAL ACTIVITIES HAS BEEN DISCOVERED BY JUDAS TRAVELLER.

HE IS **EXTREMELY** DISPLEASED, AND IS PLANNING TO **CONFRONT** ME ABOUT IT.

DAMN! IF HE THEN CONNECTS STROMM TO **ME** -- AND LEARNS THAT I'VE BEEN **DECEIVING** HIM ALL THIS TIME -- HE'LL **ACT** ON IT!

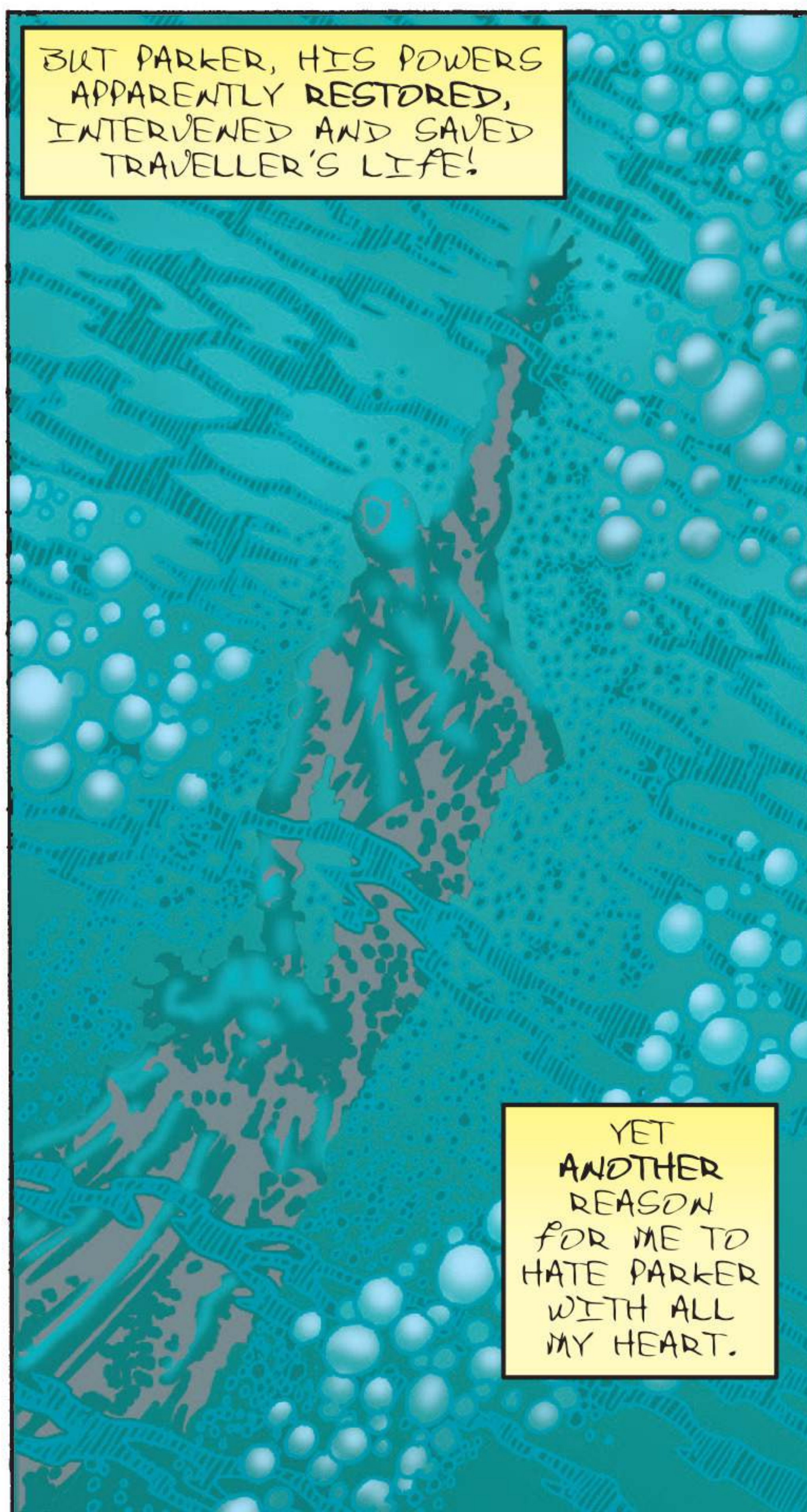
AND A LOOSE CANNON AS **POWERFUL** AS TRAVELLER COULD DESTROY **EVERYTHING** I'VE BEEN WORKING TOWARDS!

HE'LL HAVE TO BE **ELIMINATED!**



AT MY BIDDING, MEMBERS OF TRAVELLER'S "HOST" BETRAYED HIS TRUST AND WERE ABLE TO SUBDUCE HIM, CAPTURE HIM --

-- AND PLACE HIM IN A TRAP THAT WOULD ENSURE HIS DEATH!



BUT PARKER, HIS POWERS APPARENTLY RESTORED, INTERVENED AND SAVED TRAVELLER'S LIFE!

YET **ANOTHER** REASON FOR ME TO HATE PARKER WITH ALL MY HEART.



NO MATTER. TRAVELLER HAS APPARENTLY CHOSEN TO TAKE HIMSELF OUT OF THE GAME, AND DEPARTED FOR PARTS UNKNOWN.

HE'S NO LONGER ANY CONCERN OF MINE.



NOW, AS I PREPARE FOR THE FINAL PHASE OF MY CAMPAIGN TO AVENGE MYSELF

OSBORN..?

Hmm --? WHAT IS IT, STROMM?



I THOUGHT YOU'D WANT TO KNOW -- **TRAINER** JUST CALLED FROM THE UNDERGROUND LAB AT THE OLD MULTIVEX SITE.

HE'S READY TO BEGIN THE REGENERATION PROCESS. I'M HEADING OVER.



VERY WELL. I'LL BE THERE SHORTLY TO OBSERVE.



I CONSIDER STROMM'S IMPENDING REJUVENATION.

ONCE SEWARD TRAINER HAS SERVED HIS PURPOSE, WHAT SHALL I DO WITH HIM THEN?

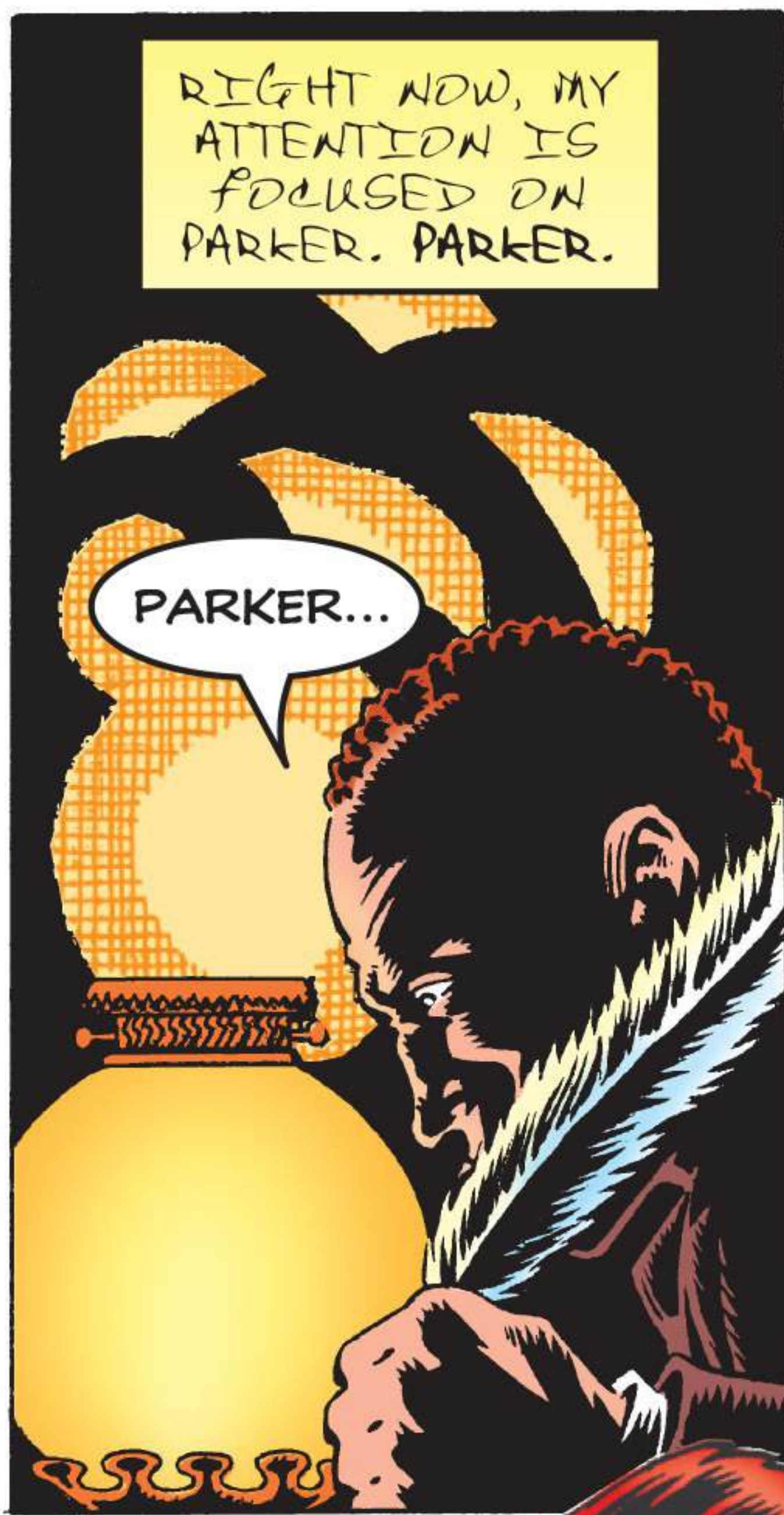
SINCE HE **ALREADY** KNOWS SO MUCH ABOUT MY OPERATIONS...



... PERHAPS I SHOULD HAVE HIM WORK DIRECTLY FOR ME FROM NOW ON?

AFTER ALL, HIS SERVICE TO STROMM WILL BE OVER AFTER TODAY.

OR PERHAPS I'LL JUST HAVE HIM **KILLED**. I'LL DEAL WITH THIS MATTER LATER.



RIGHT NOW, MY ATTENTION IS FOCUSED ON PARKER. PARKER.

PARKER...



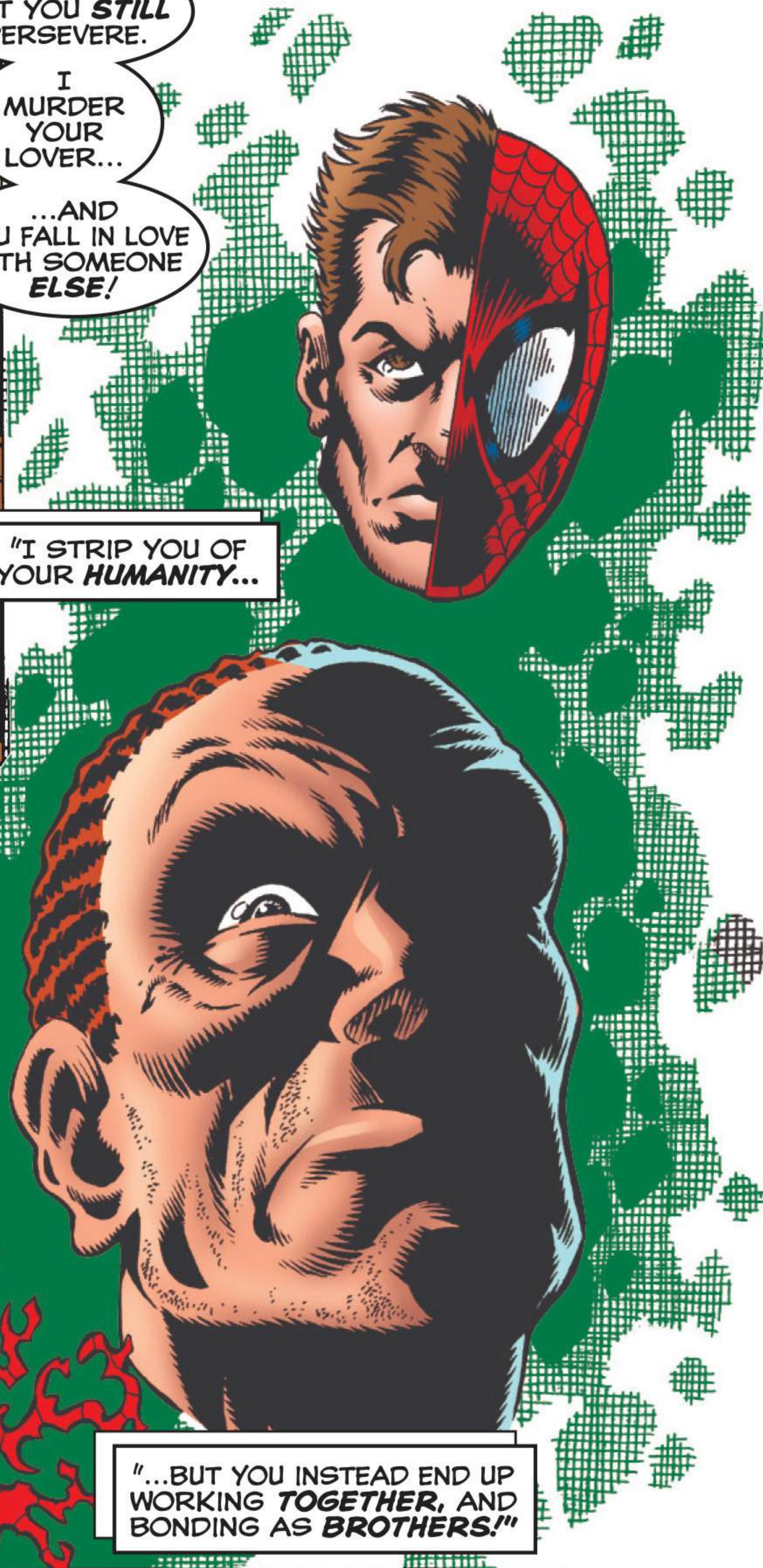
I'VE AFFECTED YOUR LIFE LIKE NO ONE ELSE, PARKER. **HURT** YOU LIKE NO ONE ELSE.

AND YET YOU **STILL** PERSEVERE.

I MURDER YOUR LOVER...

...AND YOU FALL IN LOVE WITH SOMEONE **ELSE!**

"I STRIP YOU OF YOUR **HUMANITY...**



"...AND YOU HAPPILY GIVE UP YOUR COSTUMED IDENTITY AND MOVE AWAY TO BEGIN A NEW LIFE!

"I UNCOVER THE **SKELETON**, WHICH **SHOULD** HAVE DRIVEN AN IRREPARABLE **WEDGE** BETWEEN YOU AND YOUR DOUBLE...

"...BUT YOU INSTEAD END UP WORKING **TOGETHER**, AND BONDING AS **BROTHERS!**"



THE ONLY ANSWER IS TO TAKE **EVERYTHING** AWAY FROM YOU! TO GIVE YOU **NOTHING** TO LIVE FOR!



AND WITH YOUR WIFE FINALLY ABOUT TO GIVE **BIRTH**, THE TIME TO STRIKE HAS **ARRIVED!**

FOR EVERYTHING YOU EVER DID TO ME, TO MY SON...

...YOU'RE GOING TO **PAY!**



TOMORROW NIGHT, PETER. TOMORROW NIGHT, THE JOURNEY COMES TO AN **END.**



FOR
TOMORROW
NIGHT IS
HALLOWEEN
NIGHT.

THE
NIGHT FOR
GHOSTS...

...AND
GOBLINS!

THE
END

MARVEL[®]
COMICS



SPIDER-MAN[™]

JAN '97 1

SPIDER-MAN[®]

101 Ways to END the CLONE SAGA[™]

APPROVED
BY THE
COMICS
CODE
AUTHORITY



THE OFFICES
OF MARVEL
COMICS,
NEW YORK
CITY...

Stan Lee
hesitantly
presents:

101 WAYS TO END THE CLONE SAGA

WRITTEN BY
MARK BERNARDO
PENCILED BY
BEN HERRERA
INKED BY
MIKE CHRISTIAN
LETTERED BY
JANICE CHIANG
COLORED BY
KEVIN TINSLEY

EDITED BY
RALPH
MACCHIO
TOLERATED
BY
BOB
HARRAS

DO YOU
HAVE TO PACE
AROUND WITH
THAT SLINKY,
BOB? YOU'RE
MAKING US
NERVOUS!

LOOK,
I'M THE EDITOR
IN CHIEF, I JUST
HAD TRIPLETS, AND
I'M STRESSED
OUT, OKAY??

I'LL PACE
WHEREVER
I WANT,
MY HANDS ARE
EITHER ON
THE SLINKY OR
AROUND YOUR
NECK, OKAY,
GREENBERG?!

UHHM...
YOU GOT IT,
CHIEF! IT WALKS
DOWN STAIRS,
YOU KNOW...

...ALONE
OR IN
PAIRS...

PLEASE
DON'T ASK ME
WHERE **RALPH**
IS... PLEASE
DON'T ASK ME
WHERE
RALPH IS...

BERNARDO!
IT'S 10:30!
WHERE IN GOD'S
NAME IS **RALPH**?!
HE'S SUPPOSED TO
BE HERE TO FILL ME
IN ON THIS **CLONE**
MESS IN
THE SPIDER-MAN
BOOKS!

I - I'M SURE
HE'S JUST
STUCK IN
TRAFFIC,
BOB...

...OR DOING
ANOTHER LAP
AROUND
THE POOL...

...HE
SHOULD
BE HERE
ANY
MINUTE!



**E
N**



MAYBE WE CAN FILL BOB IN ON THE STORY BASICS BEFORE RALPH GETS HERE...?

GOOD IDEA. WANT TO TAKE A STAB AT IT, TOM?

I'LL GIVE IT A TRY...

"IT ALL STARTED OUT WITH THE RETURN OF SPIDER-MAN'S **CLONE**, NOW CALLING HIMSELF **BEN REILLY**."

"REILLY REALIZED HE DESERVED A LIFE OF HIS OWN, AND, POSSESSING ALL OF PETER PARKER'S POWERS, BECAME A NEW SUPER HERO CALLED **THE SCARLET SPIDER**."

"EVENTUALLY, THE **JACKAL**, THE VILLAIN WHO HAD CLONED SPIDER-MAN YEARS AGO, CAME BACK FROM SUPPOSED DEATH WITH A MYSTERIOUS MASTER PLAN..."

"...WHICH INVOLVED THROWING INTO DOUBT WHICH SPIDEY WAS THE CLONE AND WHICH WAS THE ORIGINAL!"

"THE TESTS THAT FINALLY REVEALED THAT PETER WAS THE CLONE AND BEN WAS THE ORIGINAL WERE CONDUCTED BY BEN'S OLD FRIEND, A GENETICS GENIUS NAMED **SEWARD TRAINER**."

"IN THE COURSE OF ALL THIS, PETER'S WIFE **MARY JANE** BECAME PREGNANT. THIS, ALONG WITH HIS FINDING OUT HE WAS A CLONE, MOVED PETER TO CONSIDER GIVING UP THE HERO GAME."

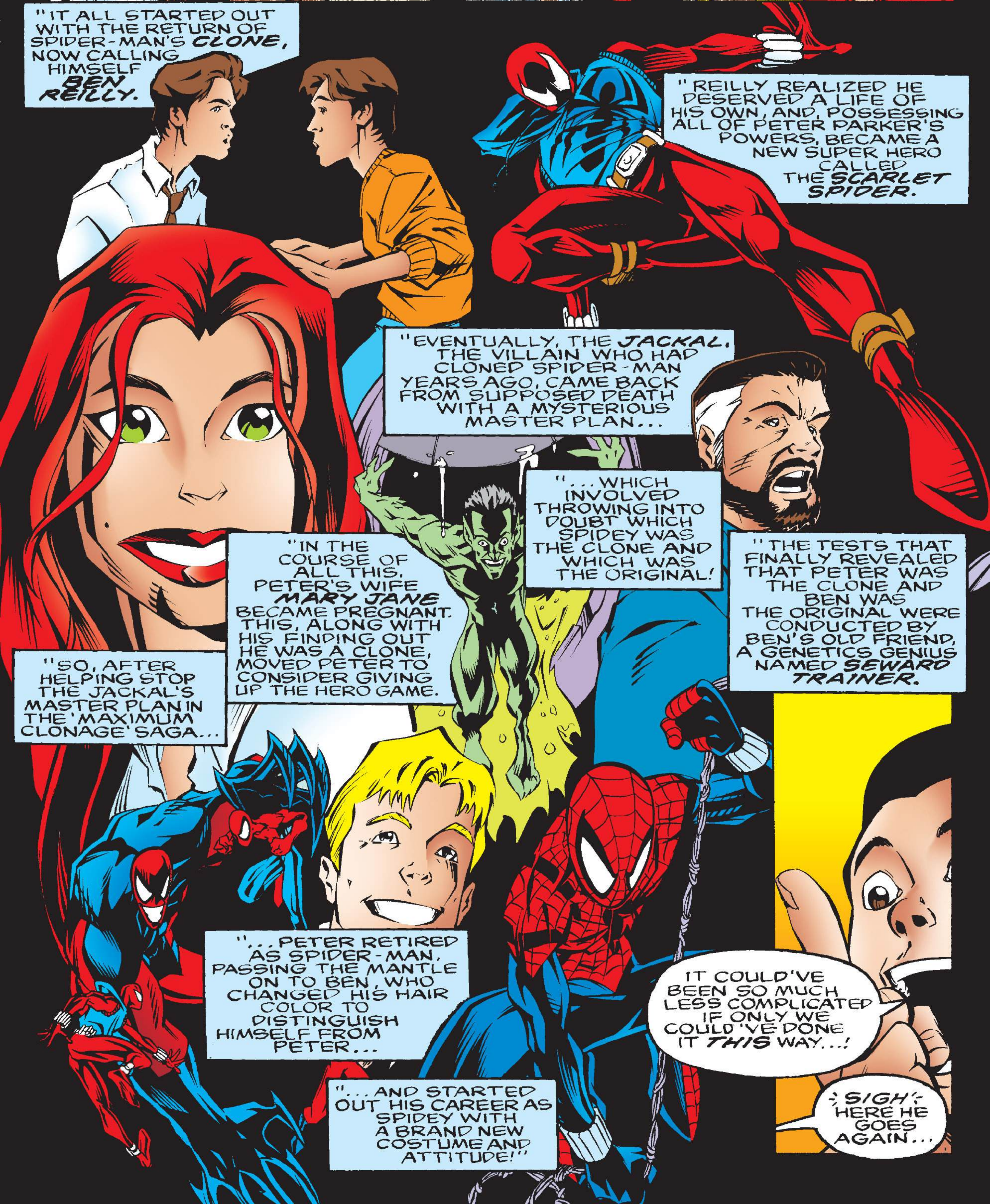
"SO, AFTER HELPING STOP THE JACKAL'S MASTER PLAN IN THE 'MAXIMUM CLONAGE' SAGA..."

"...PETER RETIRED AS SPIDER-MAN, PASSING THE MANTLE ON TO BEN, WHO CHANGED HIS HAIR COLOR TO DISTINGUISH HIMSELF FROM PETER..."

"...AND STARTED OUT HIS CAREER AS SPIDEY WITH A BRAND NEW COSTUME AND ATTITUDE!"

IT COULD'VE BEEN SO MUCH LESS COMPLICATED IF ONLY WE COULD'VE DONE IT *THIS* WAY...!

SIGH! HERE HE GOES AGAIN...



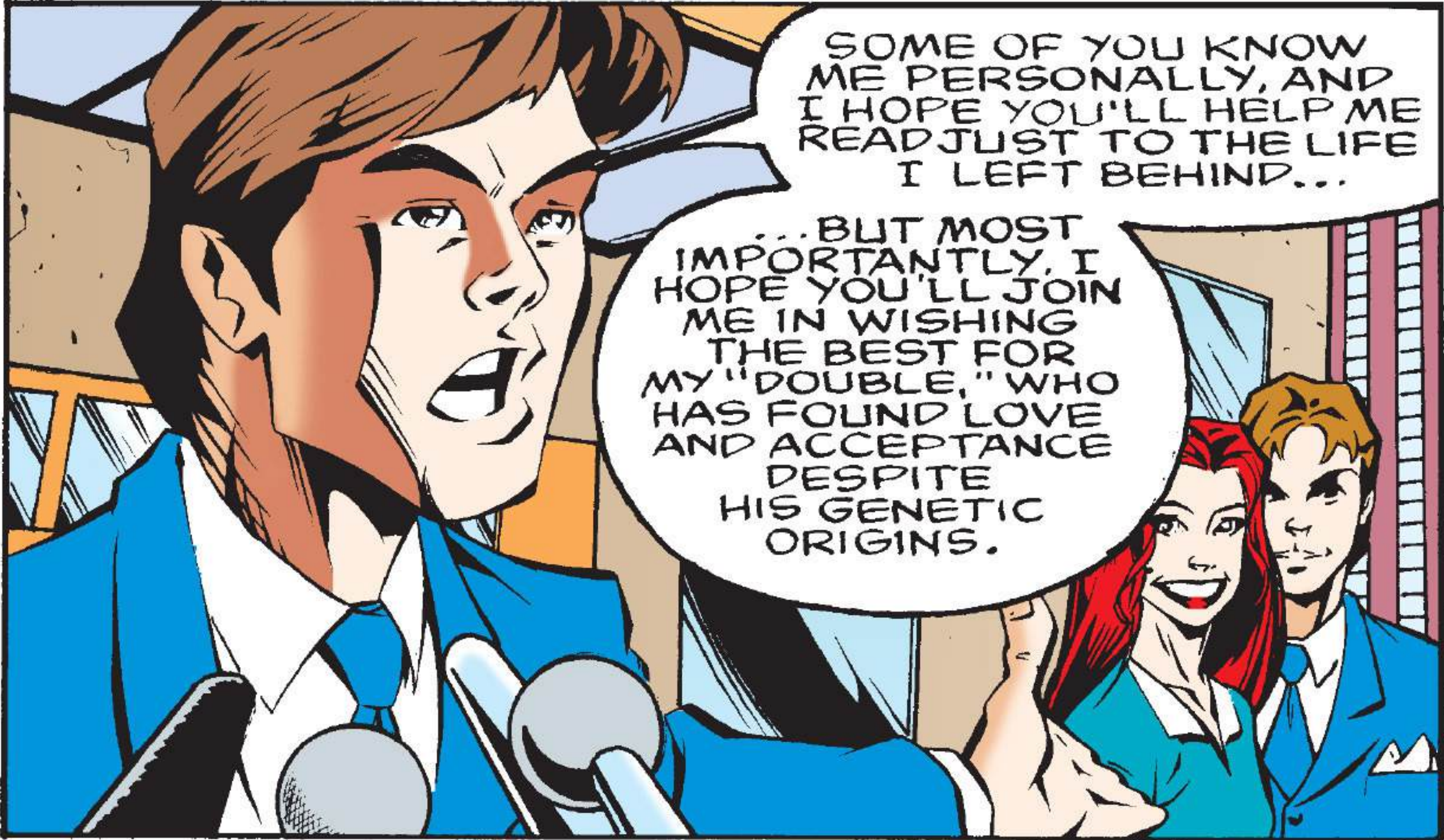
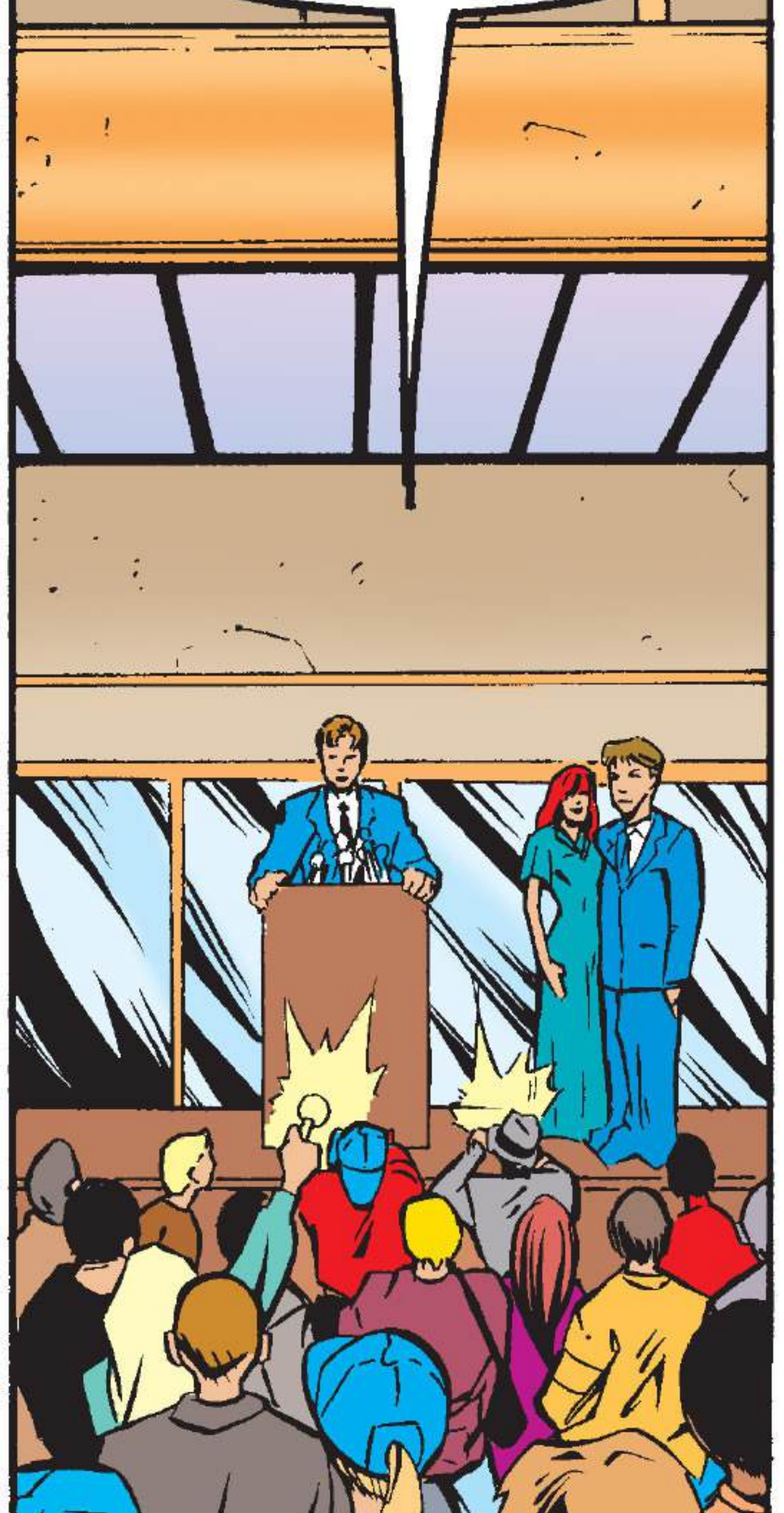
"YES, THIS AGAIN! THE ORIGINAL PLAN WAS TO HAVE BEN BECOME PETER AGAIN, AND THE SIMPLEST WAY TO PULL THAT OFF WAS JUST TO HAVE THEM COME CLEAN WITH THE WORLD ABOUT THE EXISTENCE OF CLONING!"

"PICTURE A PRESS CONFERENCE AT THE *DAILY BUGLE*..."

LADIES AND GENTLEMEN OF THE PRESS, MY NAME IS **PETER PARKER**.

FOR THE PAST FIVE YEARS, I'VE BEEN LIVING UNDER A DIFFERENT IDENTITY, WHILE THE MAN TO MY LEFT HAS BEEN USING MY NAME.

THE TRUTH IS, WE HAVE BOTH BEEN THE VICTIMS OF A MADMAN-- AN EVIL GENIUS WHO WAS MOTIVATED BY AN OBSESSION WITH MY LATE GIRLFRIEND, AND AN INSANE JEALOUSY OF ME.



SOME OF YOU KNOW ME PERSONALLY, AND I HOPE YOU'LL HELP ME READJUST TO THE LIFE I LEFT BEHIND...
...BUT MOST IMPORTANTLY, I HOPE YOU'LL JOIN ME IN WISHING THE BEST FOR MY "DOUBLE," WHO HAS FOUND LOVE AND ACCEPTANCE DESPITE HIS GENETIC ORIGINS.

FOR THEM, THE NIGHTMARE IS OVER-- THE **LIE** IS OVER-- AND THEY ARE READY TO BEGIN A FAMILY.



ABSOLUTELY **INSANE**, ROBBIE! THAT FAKE PARKER PULLED THE WOOL OVER MY EYES FOR **FIVE YEARS**!



BAH! GET SOMEONE ON THIS STORY! THERE MUST BE **SOME** WAY TO PIN THIS ON SPIDER-MAN!



Yeugh!

SO MY PETER WAS A CLONE? SO I--?! WITH A CLONE?!
SOMETIMES THREE OR FOUR TIMES A NIGHT?!!



...SO WE STILL HAVE A PETER PARKER BEHIND THE MASK... THERE'S LOTS OF GOOD CHARACTER POTENTIAL AS HE INTERACTS WITH PEOPLE WHO HAVEN'T SEEN HIM IN FIVE YEARS...

...AND BEST OF ALL, THERE'S NO **SECRET IDENTITY** HASSLES, BECAUSE TO THE PUBLIC AT LARGE, THE JACKAL'S WHOLE AGENDA WAS WITH PLAIN PETER PARKER, NOT SPIDER-MAN.

YEAH, BUT WHAT ABOUT THE **OTHER** PETER AND MARY JANE? THEY COULD NEVER LIVE A NORMAL LIFE!

IF THE WORLD KNEW HE WAS A CLONE, THEY'D CONSTANTLY BE HOUNDED BY -- REPORTERS, SCIENTISTS, SUPER VILLAINS....!

OKAY! CAN I SAY ONE THING? IT'S NOW 10:45 AND RALPH IS **STILL** NOT IN!

HE MAY HAVE PULLED THIS STUFF ON THE **TALL GUY**, BUT HE'D BETTER NOT TRY TO GET **DEFIANT** WITH ME!

DON'T WORRY, BOB, I'M SURE HE'S JUST LOOKING FOR A PARKING SPACE...

...OR CATCHING THE END OF THE "ROCKFORD FILES" RERUN...

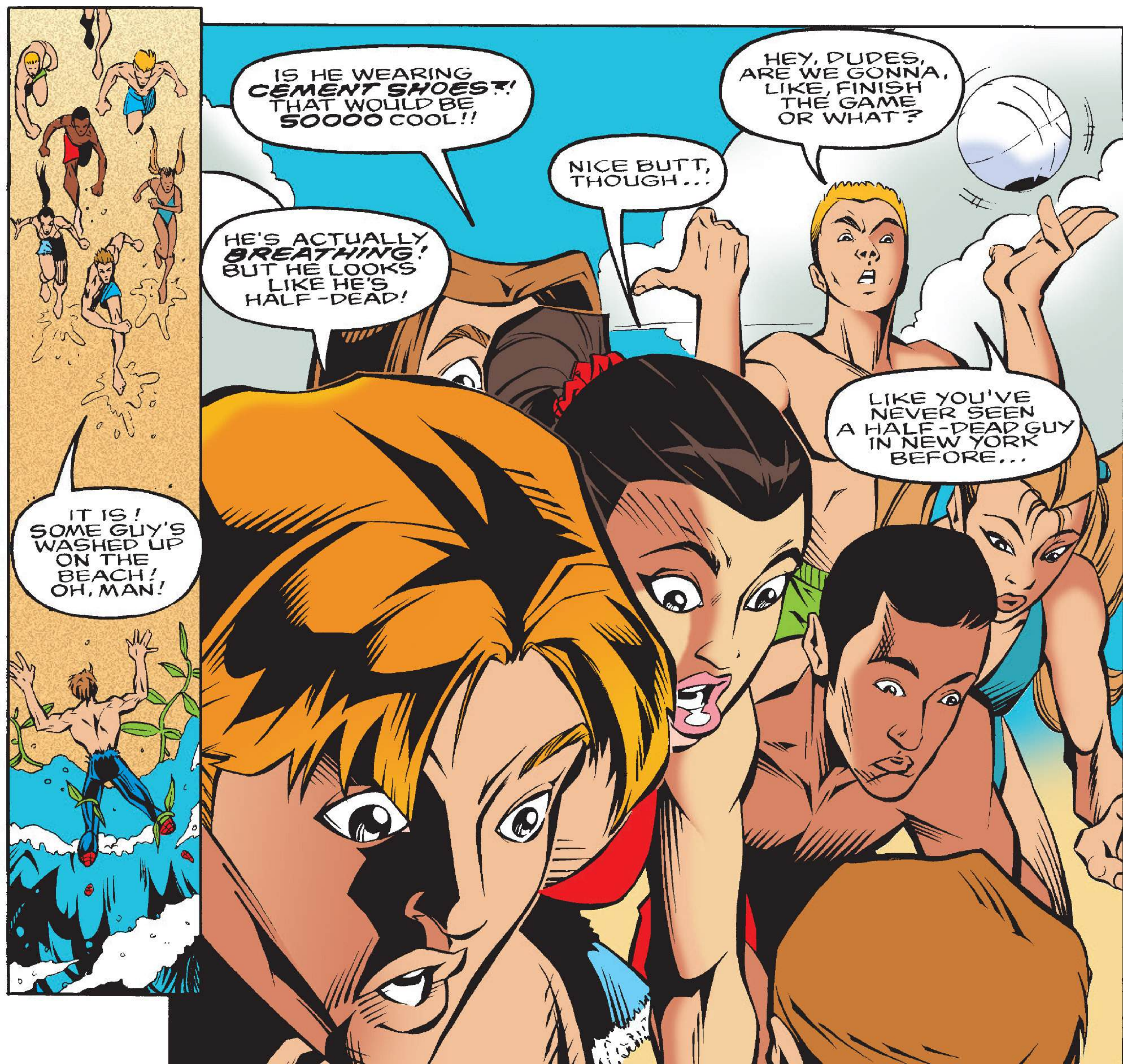
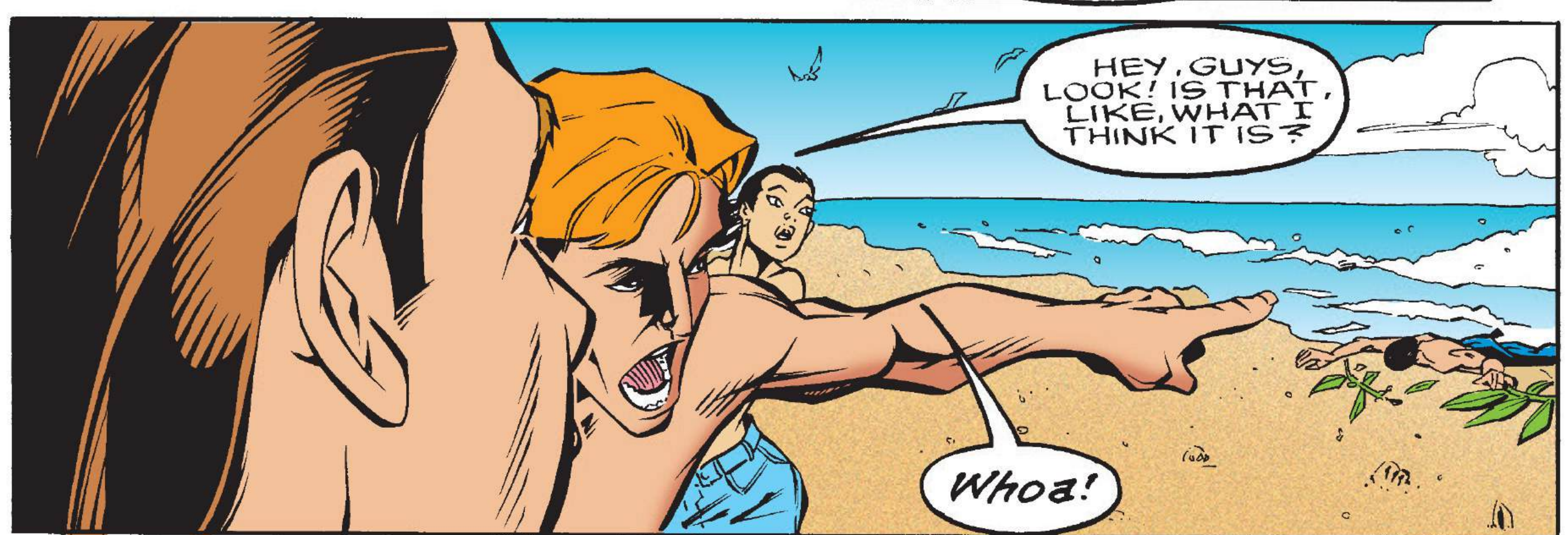
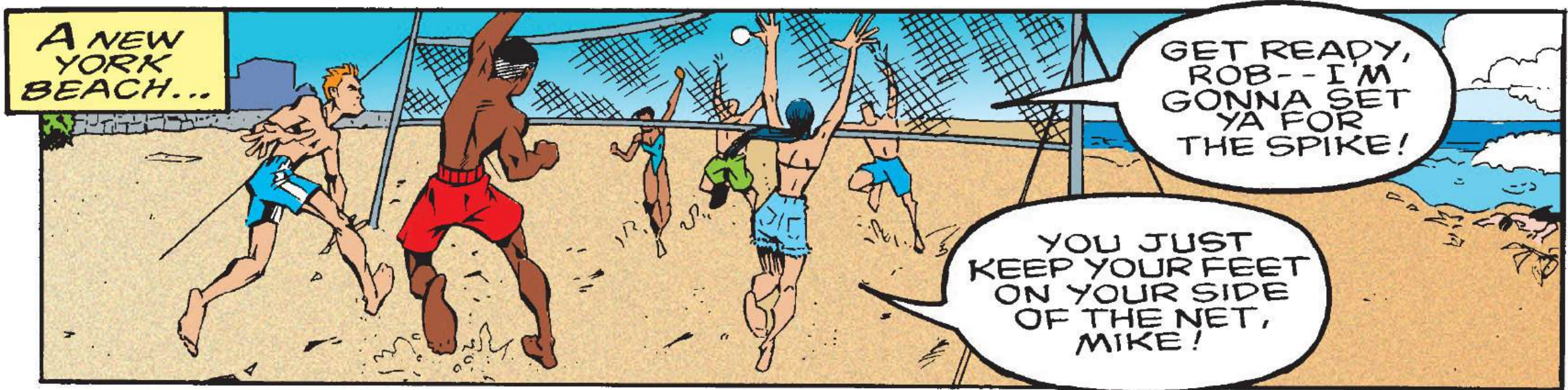
HEY, BOB! THE LEGAL DEPARTMENT JUST CALLED! THEY NEED TO SEE YOU ABOUT **SCOTT LOBBELL'S** LATEST **WIZARD** INTERVIEW?

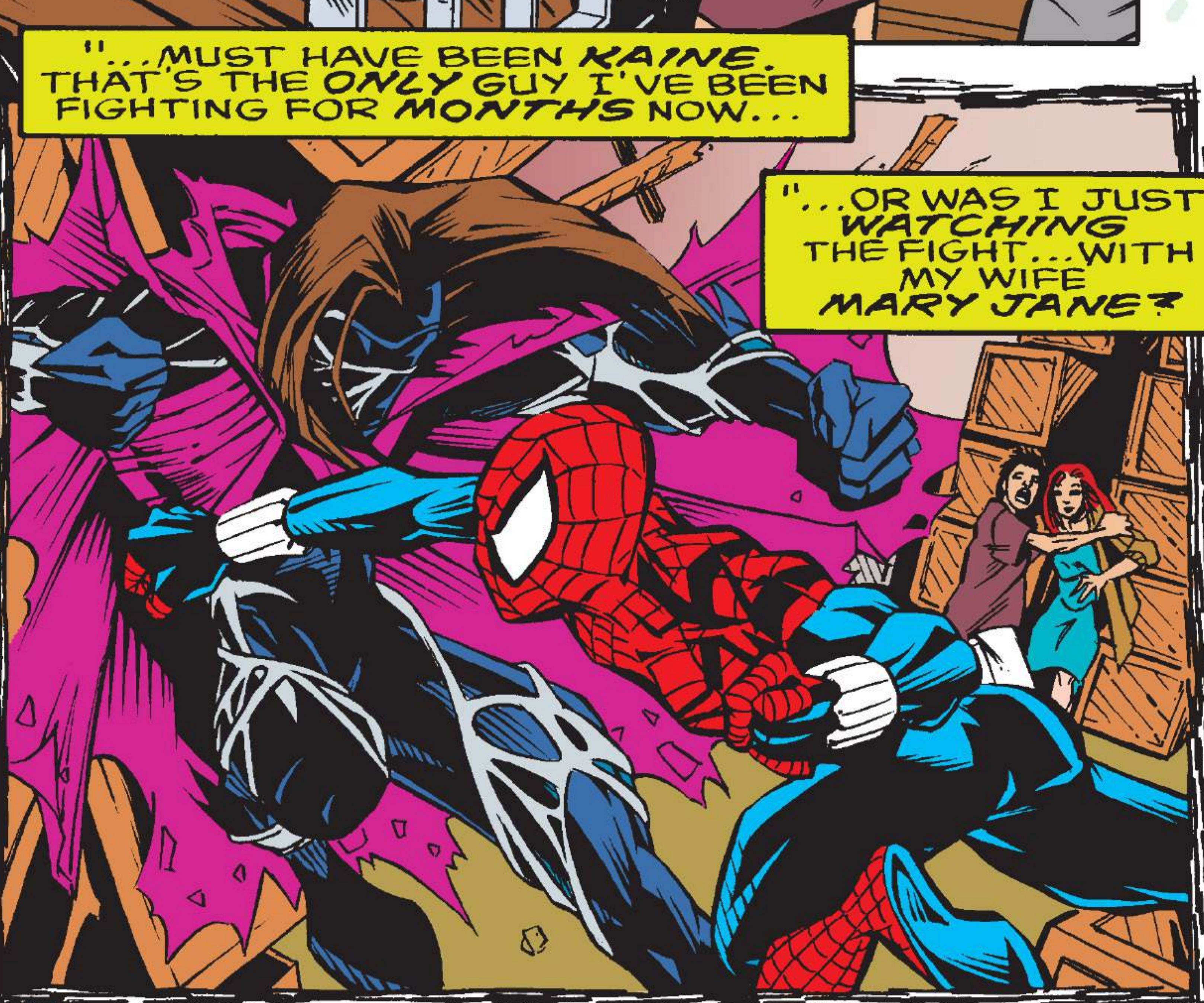
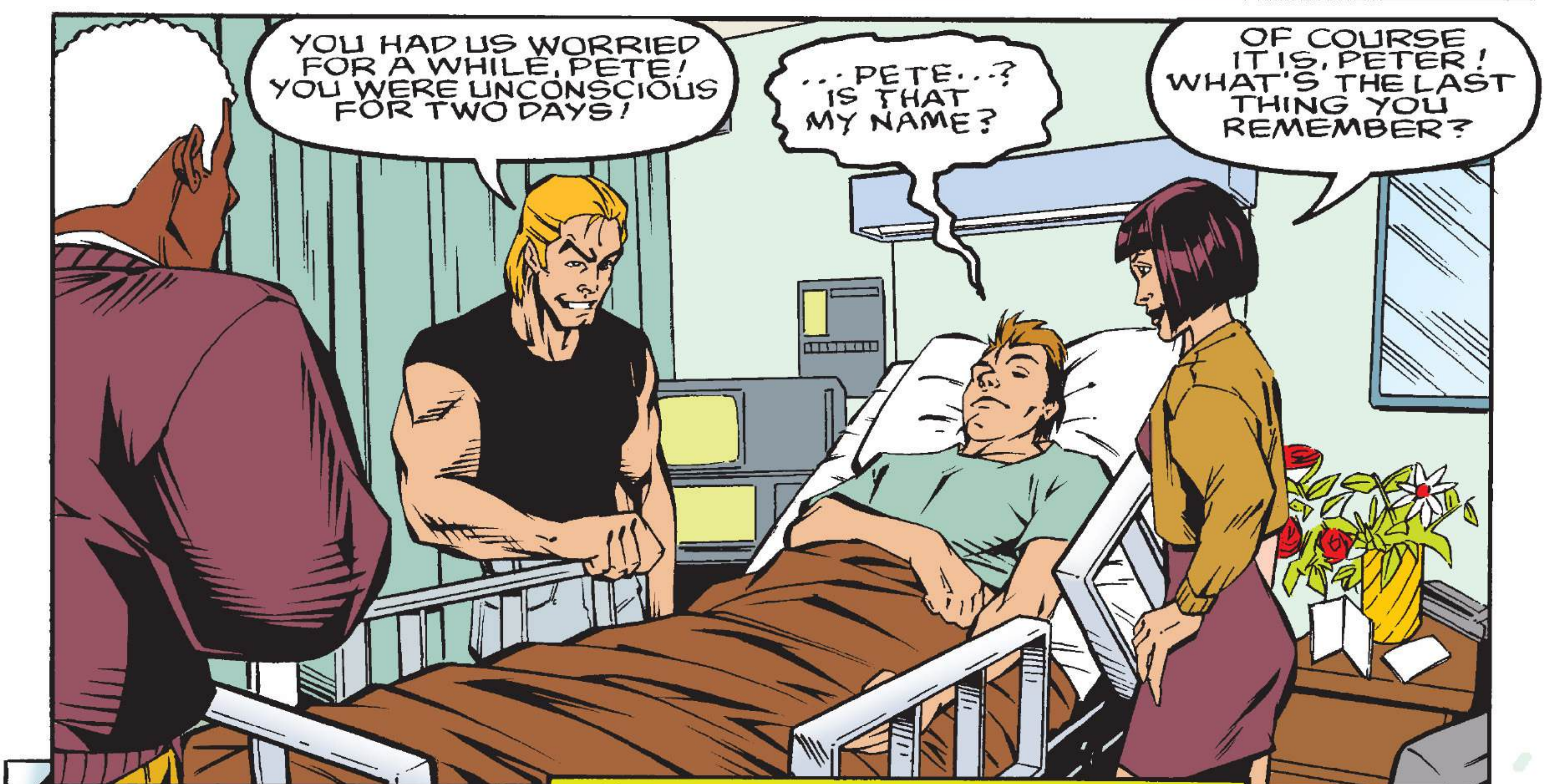
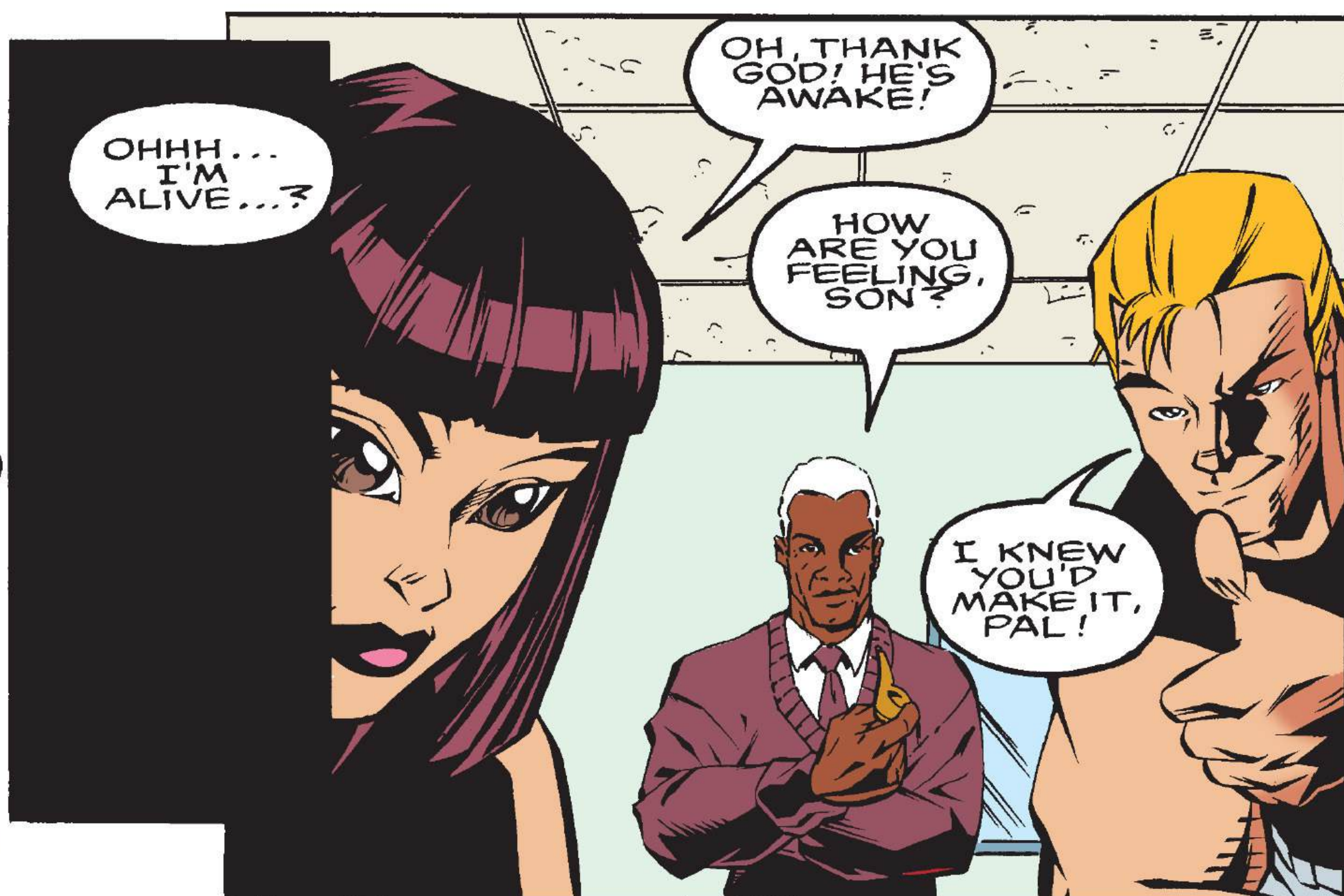
OKAY! I'M OUT OF HERE! BUT RALPH BETTER BE IN WHEN I COME BACK! AND YOU GUYS BETTER START FIGURING THIS STORY OUT!

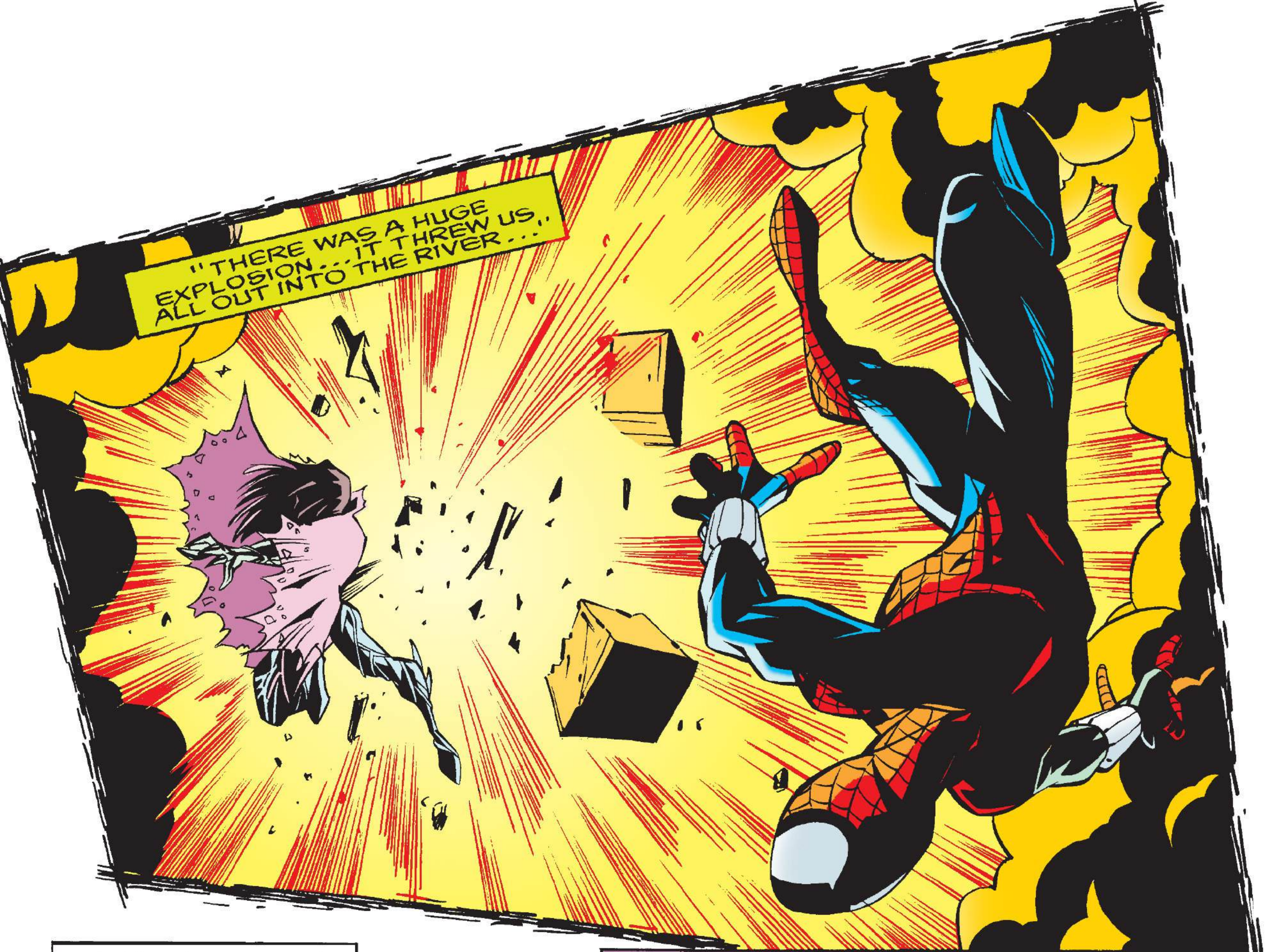
UH... AND I FOUND THIS IN THE FAX MACHINE. LOOKS LIKE IT'S FOR YOU GUYS.

FROM **HOWARD MACKIE**! COOL! LOOKS LIKE ONE OF OUR WRITERS HAS AN IDEA ON HOW TO SOLVE ALL THIS...

OH, THIS DAY JUST GETS BETTER AND BETTER!







"THERE WAS A HUGE EXPLOSION... IT THREW US ALL OUT INTO THE RIVER...."

...AND NOW I DON'T KNOW IF I'M PETER PARKER... OR BEN REILLY! ALL THE EARLIER MEMORIES ARE THERE... BUT THE MOST RECENT ONES ARE GONE!

GOTTA FIND OUT FOR SURE...

UHHM... BECKY?

THAT'S BETTY.

OKAY, SO MAYBE NOT ALL OF THE EARLY MEMORIES ARE THERE...

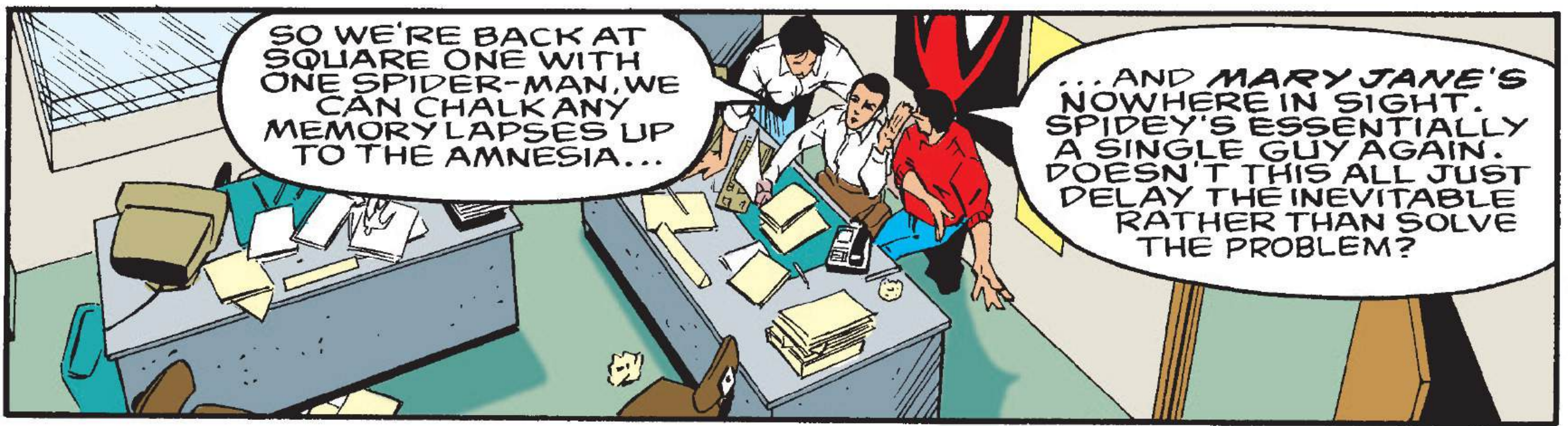
HAVE YOU GOT A MIRROR?

SURE, HERE YOU GO.

Aargh! I KNEW THAT I- OR HE- SHOULDN'T HAVE BOUGHT THE CHEAP HAIR DYE! NOW I'LL NEVER FIND OUT FOR SURE WHO I AM!

WELL, LOOKS LIKE I HAVE THE PERFECT EXCUSE TO GO BACK TO BEING PETER PARKER- IF I WASN'T ALREADY DOING THAT!

MAYBE NEXT TIME I'M CLONED I'LL GROW A BEARD OR SOMETHING...



SO WE'RE BACK AT
SQUARE ONE WITH
ONE SPIDER-MAN, WE
CAN CHALK ANY
MEMORY LAPSES UP
TO THE AMNESIA...

... AND MARY JANE'S
NOWHERE IN SIGHT.
SPIDEY'S ESSENTIALLY
A SINGLE GUY AGAIN.
DOESN'T THIS ALL JUST
DELAY THE INEVITABLE
RATHER THAN SOLVE
THE PROBLEM?



YEAH, AND DO WE
REALLY SO QUICKLY
WANT TO WRITE MJ OUT
OF THE BOOK? THE FANS
WOULD *DESPISE* US!
SHE STILL PLACES IN A
LOT OF THE FAN
AWARDS!



HOPE
THIS IS
THAT
ASPIRIN
WHOLE-
SALER...

MARK! IT'S
TODD DEZAGO!
HOW'S IT
GOING?



GOING
OVER A CLIFF,
TO PUT IT
MILDLY!



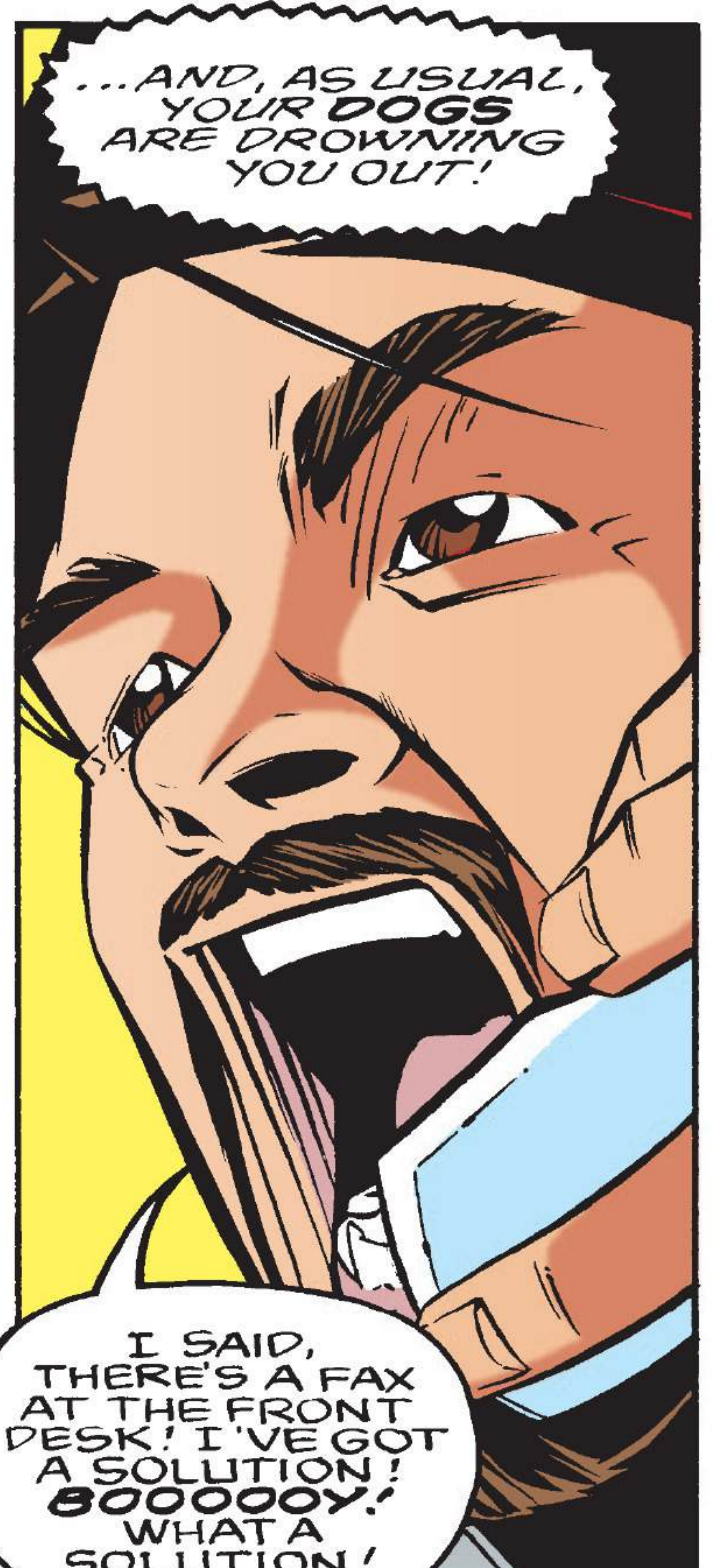
Arf
Arf
Woof!
Arooooo!



NO, YOU'RE THINKING
OF "BENEATH
THE PLANET OF
THE APES!"

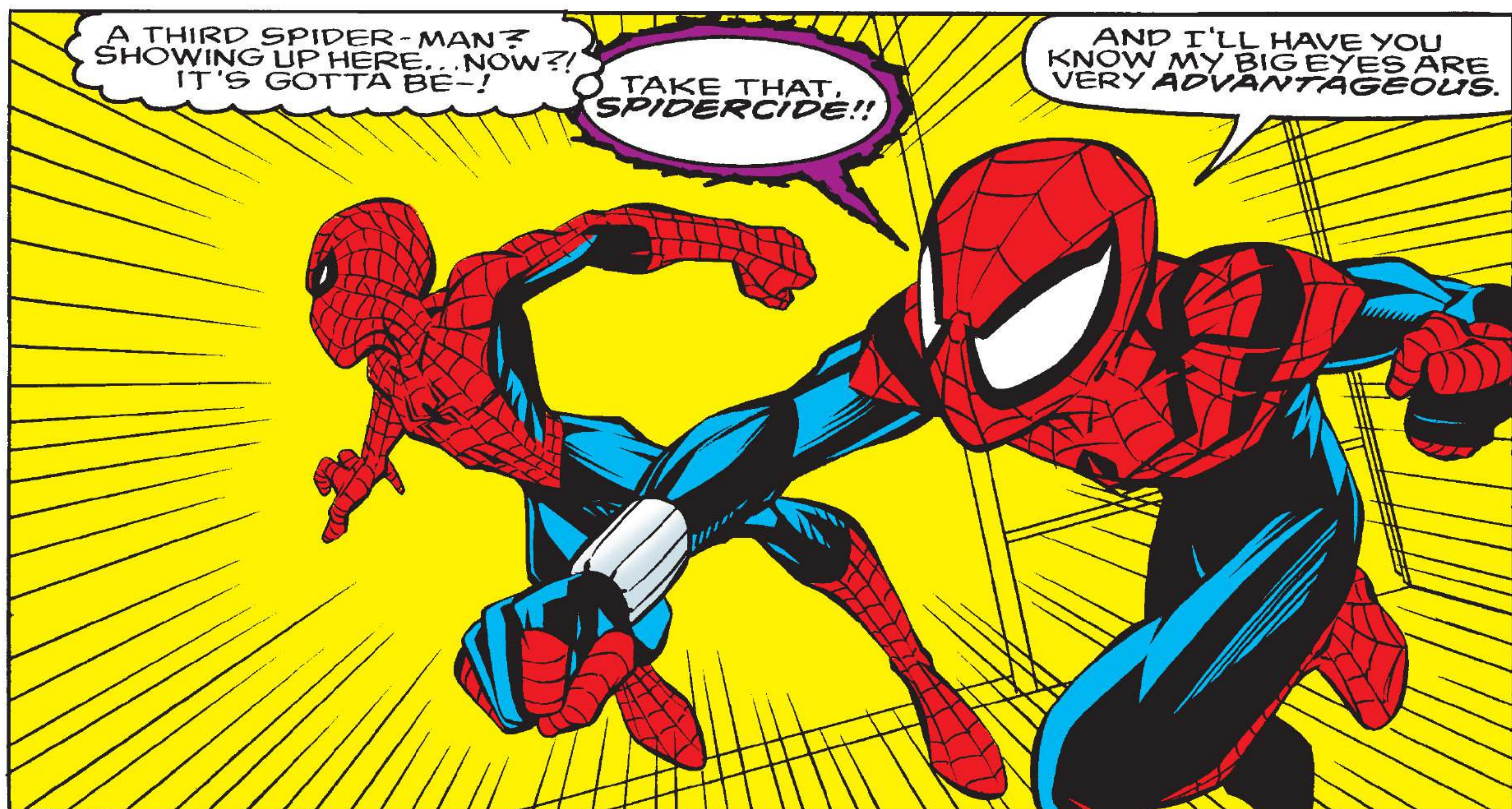
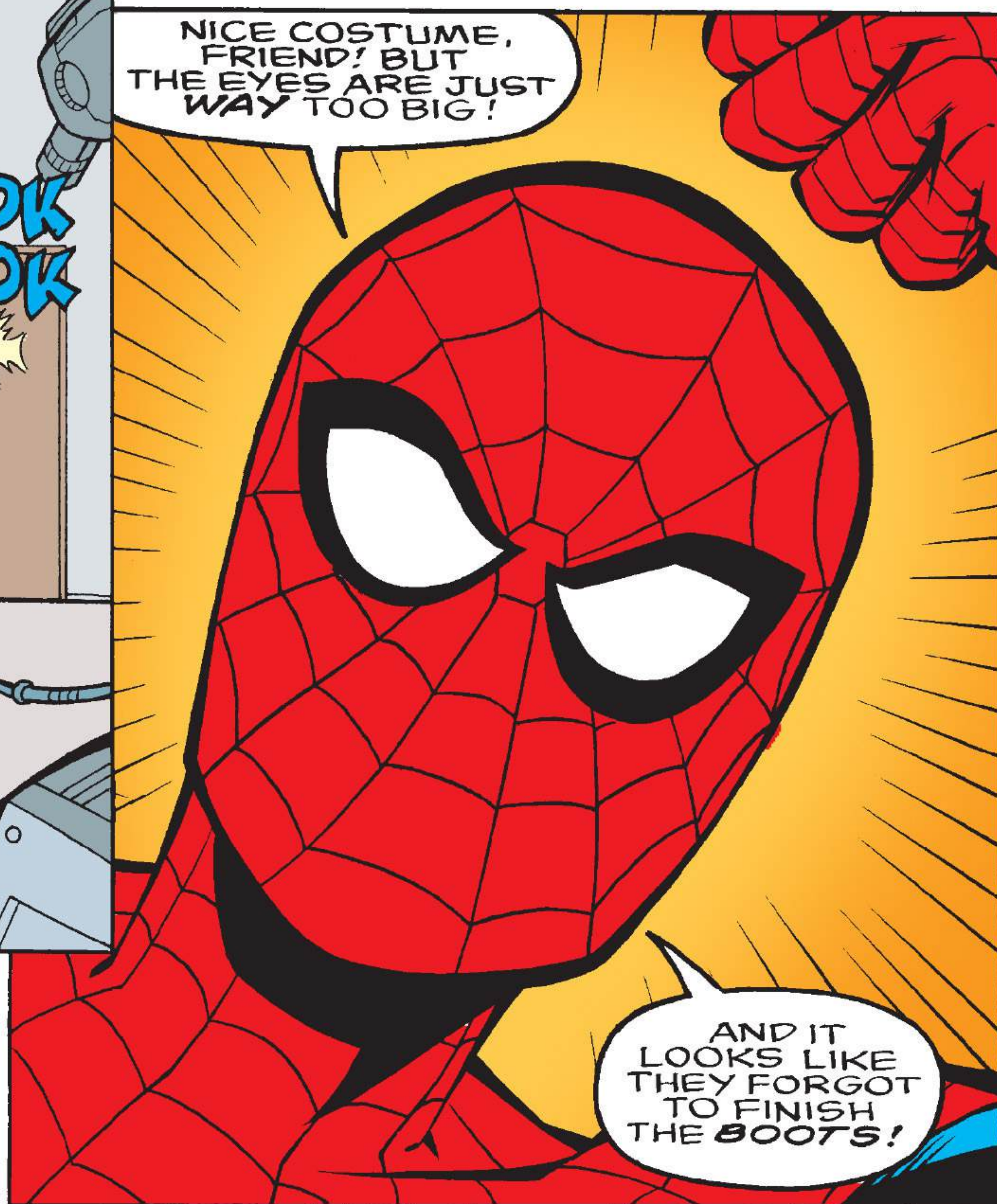
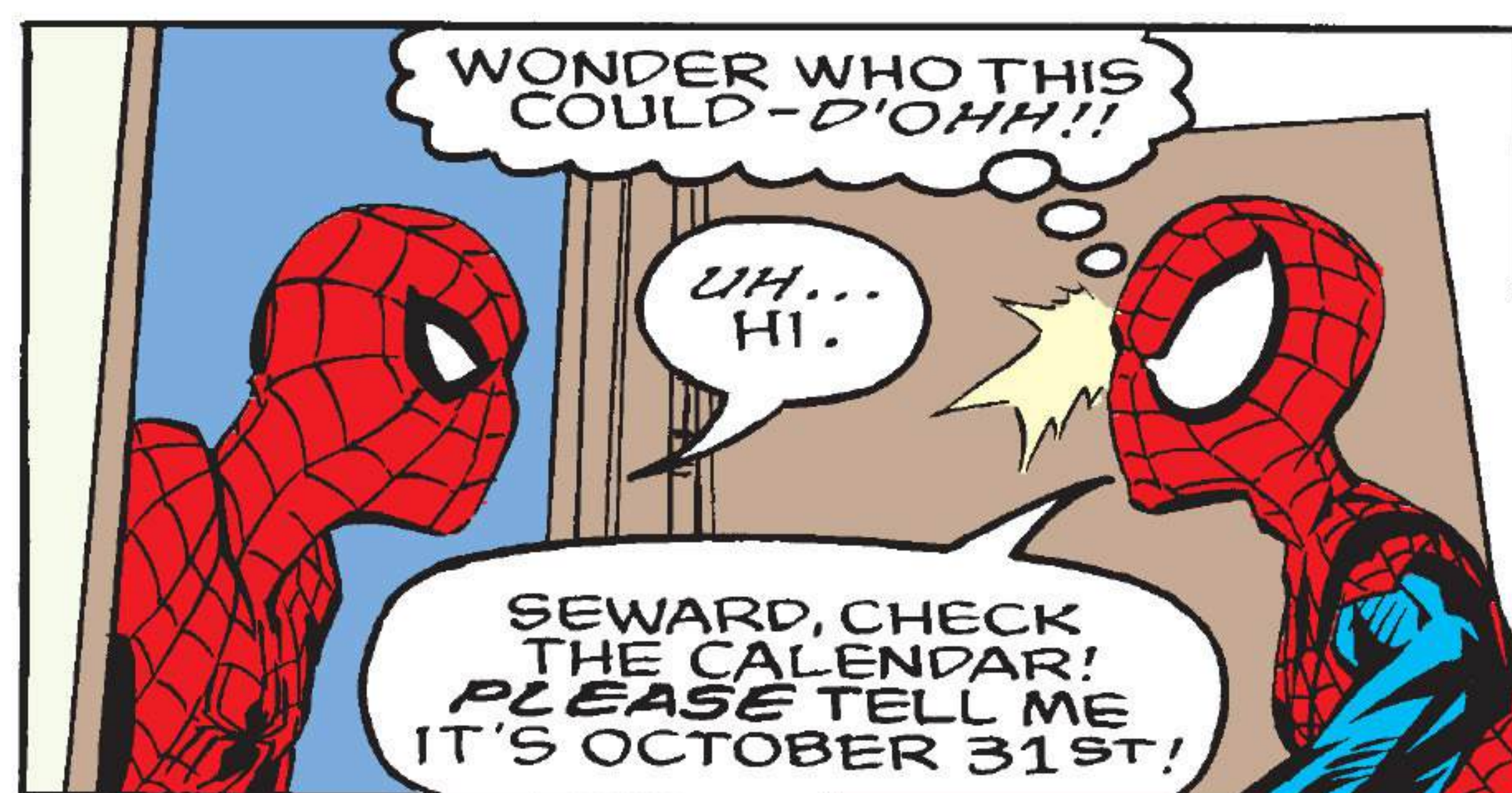
ARE YOU
SAYING I'M
MIXING UP
MY APES?!

TODD,
YOU HAVE
TO SPEAK UP!
GLENN AND
TOM ARE
DIGRESSING
AGAIN...



... AND, AS USUAL,
YOUR *DOGS*
ARE DROWNING
YOU OUT!

I SAID,
THERE'S A FAX
AT THE FRONT
DESK! I'VE GOT
A SOLUTION!
BOOOOOOY!
WHAT A
SOLUTION!





HEY, WAIT! HEAR ME OUT! I DON'T KNOW ANYTHING ABOUT ANYONE NAMED "SPIDERCIDE"...

... EXCEPT THAT HE HAS REALLY POOR TASTE IN CODE NAMES...

... WHETHER YOU'RE READY TO ACCEPT IT OR NOT, I'M EXACTLY WHO YOU'RE AFRAID I AM...



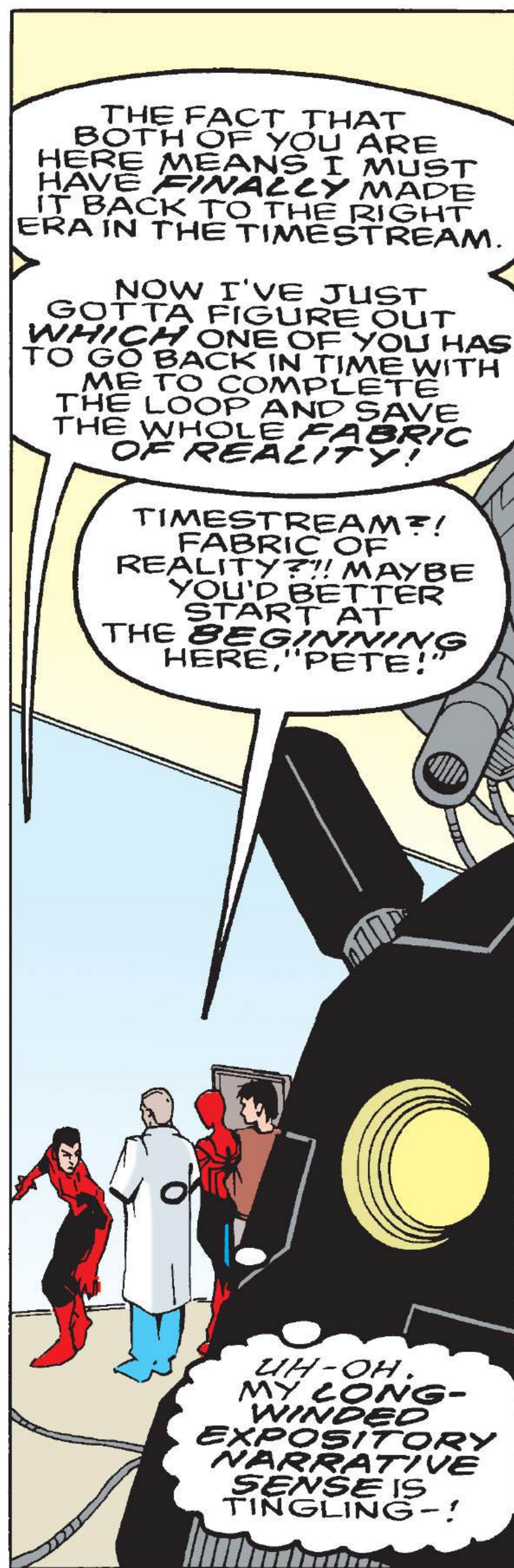
I'M YOU.

I'M PETER PARKER.



OY VEY! ANOTHER ONE??

WHY COULDN'T I HAVE GONE INTO ALUMINUM SIDING INSTEAD OF GENETICS??

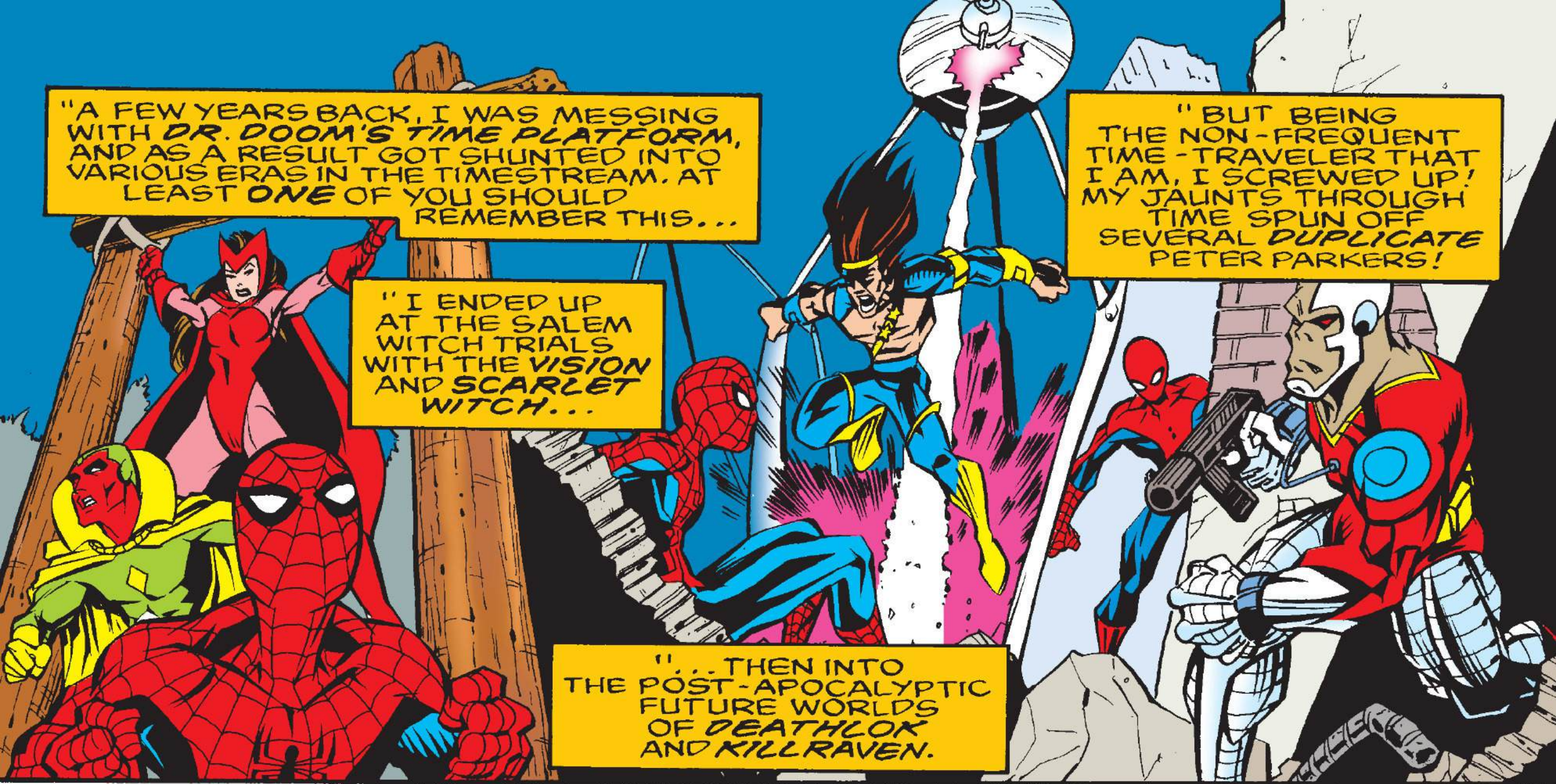


THE FACT THAT BOTH OF YOU ARE HERE MEANS I MUST HAVE **FINALLY** MADE IT BACK TO THE RIGHT ERA IN THE TIMESTREAM.

NOW I'VE JUST GOTTA FIGURE OUT WHICH ONE OF YOU HAS TO GO BACK IN TIME WITH ME TO COMPLETE THE LOOP AND SAVE THE WHOLE **FABRIC OF REALITY!**

TIMESTREAM?! FABRIC OF REALITY?! MAYBE YOU'D BETTER START AT THE **BEGINNING** HERE, "PETE!"

UH-OH. MY LONG-WINDED EXPOSITORY NARRATIVE SENSE IS TINGLING--!



"A FEW YEARS BACK, I WAS MESSING WITH **DR. DOOM'S TIME PLATFORM**, AND AS A RESULT GOT SHUNTED INTO VARIOUS ERAS IN THE TIMESTREAM. AT LEAST **ONE** OF YOU SHOULD REMEMBER THIS...

"I ENDED UP AT THE SALEM WITCH TRIALS WITH THE **VISION** AND **SCARLET WITCH**...

"BUT BEING THE NON-FREQUENT TIME-TRAVELER THAT I AM, I SCREWED UP! MY JAUNTS THROUGH TIME SPUN OFF SEVERAL **DUPLICATE** PETER PARKERS!

"... THEN INTO THE POST-APOCALYPTIC FUTURE WORLDS OF **DEATHLOK** AND **KILLRAVEN**.

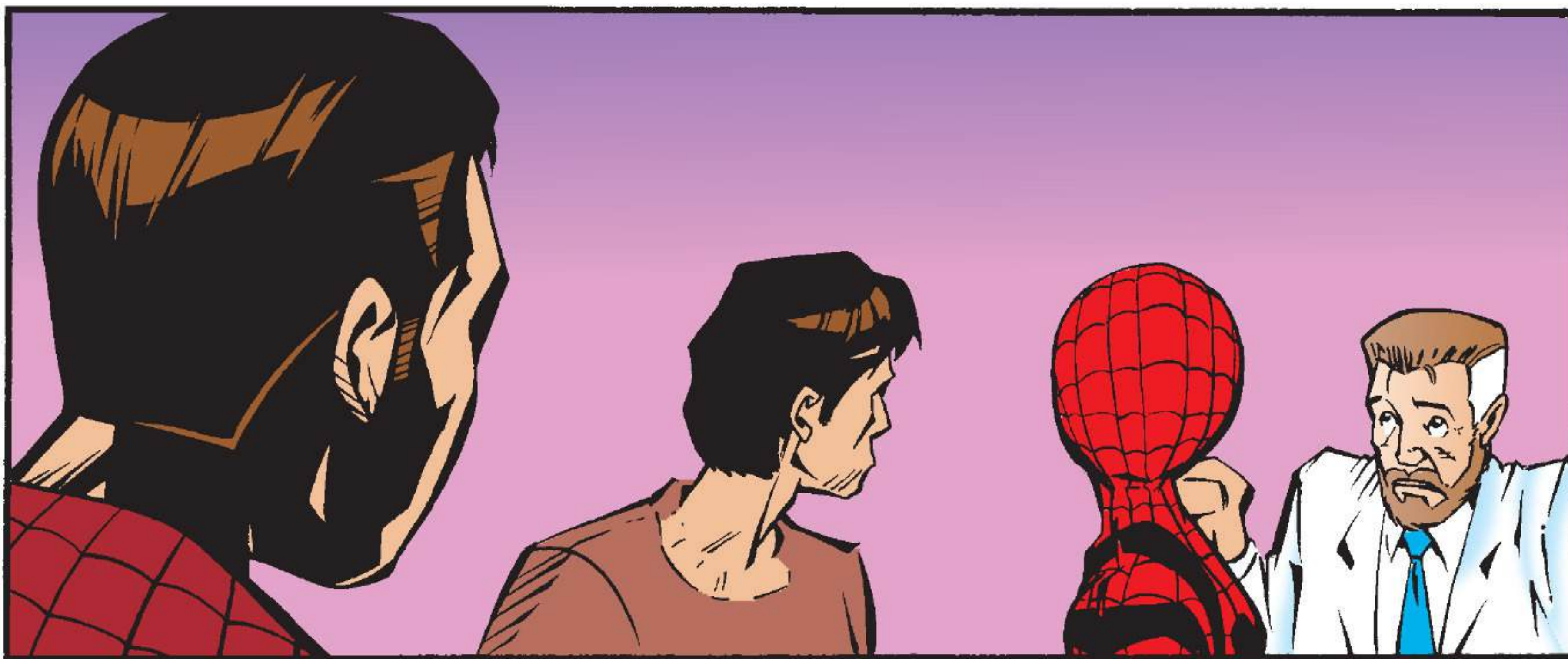


I USED THE PLATFORM ONE LAST TIME TO VISIT THE FUTURE...

... AND FOUND THAT WHICHEVER ONE OF YOU IS CALLING HIMSELF **PETER PARKER** AT THIS POINT IN TIME IS DESTINED TO ACCOMPANY ME BACK TO THE **PAST**...

... TO BECOME THE ONE WHO'S NOW CALLED **BEN REILLY**!

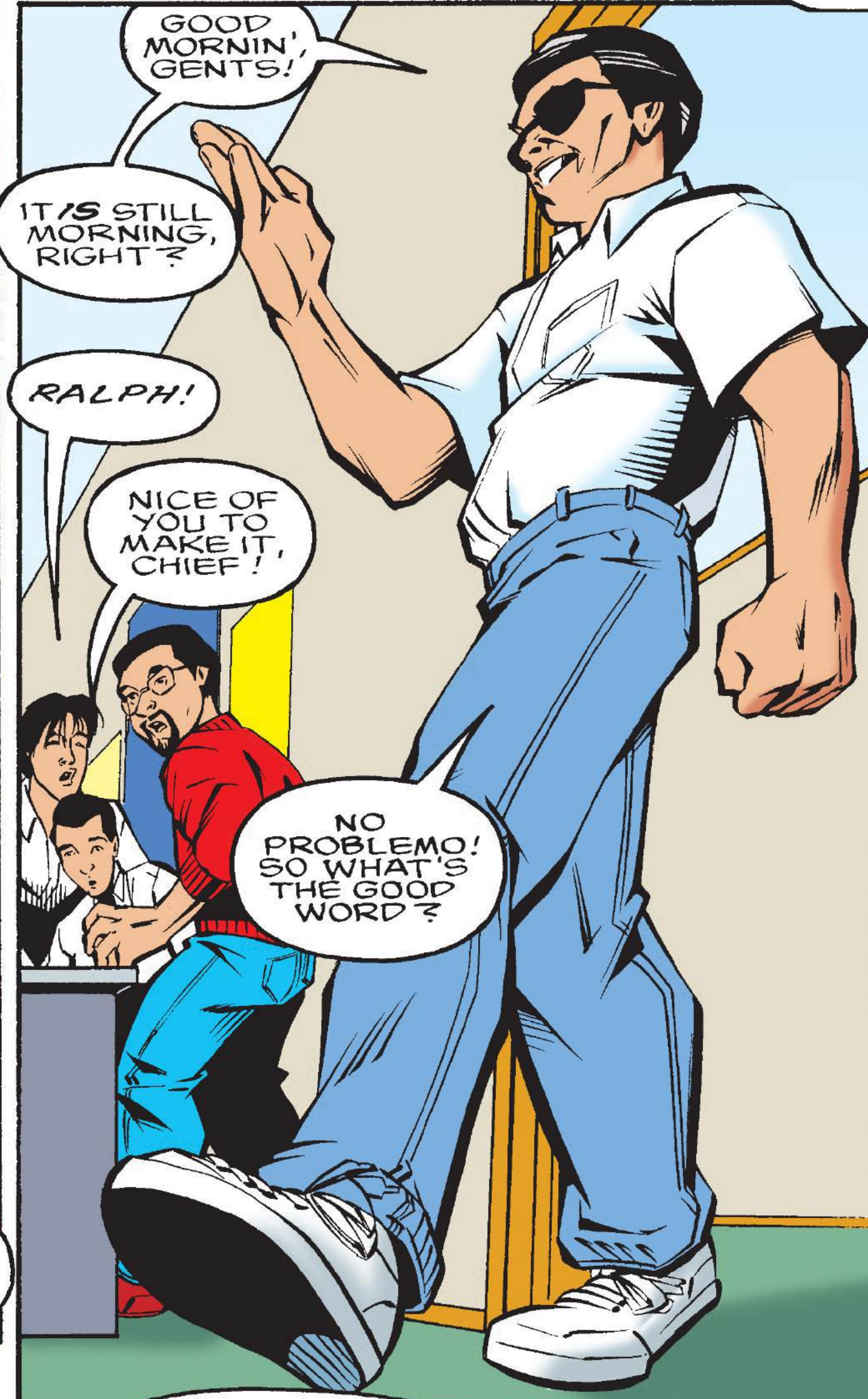
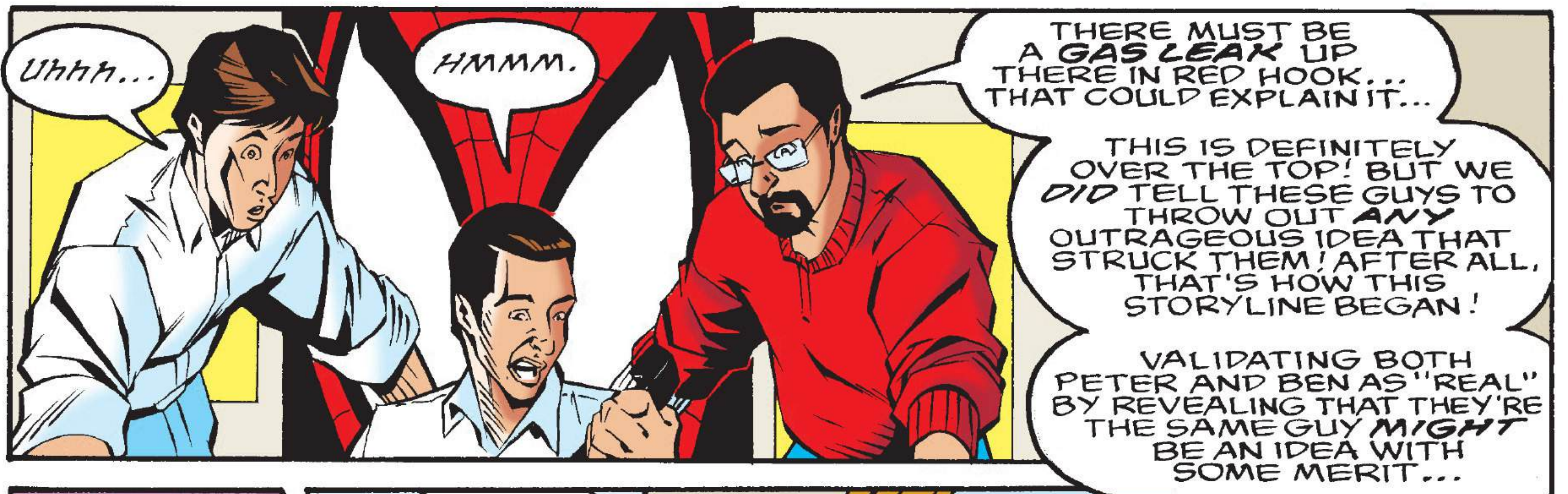
IT'S ESSENTIAL TO FOLLOW THE DICTATES OF HISTORY, COMPLETE THE LOOP, AND PREVENT FURTHER DAMAGE TO THE TIMESTREAM.



What??!

GENETICS, MY DAD SAID... THAT'S WHERE THE BIG MONEY IS....!

WONDER IF I STILL HAVE THAT BOTTLE OF "WILD TURKEY" IN THE DRAWER...?



THE WORD IS THAT **BOB** IS BREATHING DOWN OUR NECKS TO COME UP WITH AN **ENDING** TO THE CLONE STORY-LINE THAT **WORKS!**



WELL, THEN, IT LOOKS LIKE I GOT HERE JUST IN TIME! I THINK WE SHOULD DISCUSS THIS OVER **LUNCH!**

A SHORT WALK LATER AT THE ARISTOTLE COFFEE SHOP...



...BUT IF YOU REALLY WANT TO HEAR IT, IT INVOLVED THE SAME KIND OF "TIME LOOP" IDEA AS TODD'S EXCEPT THAT IT TIED IN MORE DIRECTLY WITH RECENT CONTINUITY.

SO, BEN REILLY-SPIDER-MAN-STARTS GETTING THESE WEIRD MEMORY FLASHES...





"...MAYBE EVEN DURING A BATTLE WITH A SUPER-VILLAIN..."

THIS TIME YOU *DIE*, WALL-CRAWLER!

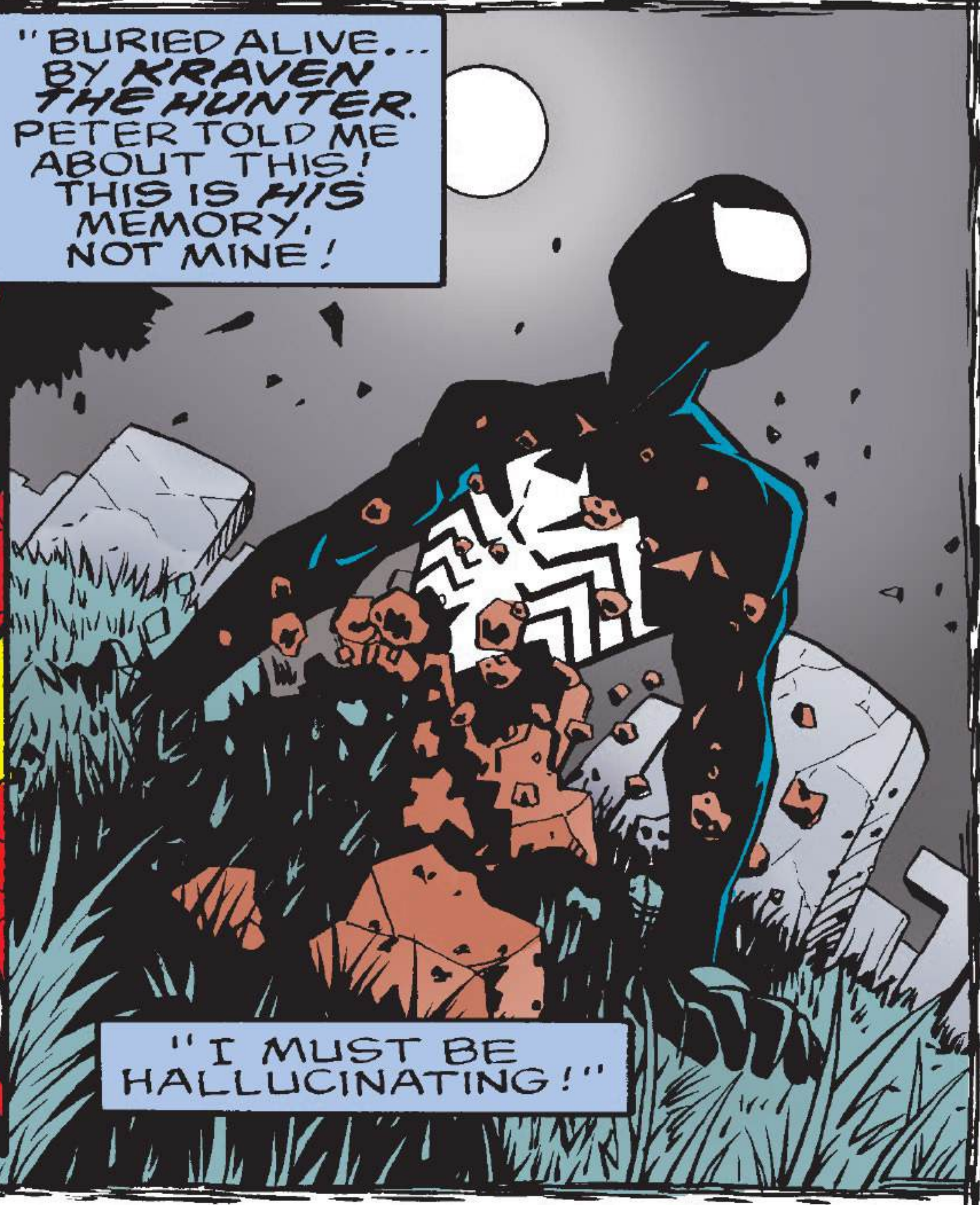


YEAH. YEAH. IF YOU REALLY WANT TO SHOCK ME ELECTRO, HOW ABOUT COMING UP WITH AN ORIGINAL THREAT FOR ONCE?



I MEAN-
yeeoww!
WHAT THE-?

"BURIED ALIVE... BY **KRAVEN THE HUNTER**. PETER TOLD ME ABOUT THIS! THIS IS *HIS* MEMORY, NOT MINE!"



"I MUST BE HALLUCINATING!"



...OR THE WEDDING NIGHT, FOR THAT MATTER?

WOW, THAT WAS **WEIRD!** I JUST FLASHED BACK TO A MEMORY THAT I SHOULDN'T EVEN HAVE! I WAS WANDERING AMERICA WHEN PETER HAD THAT ENCOUNTER WITH KRAVEN! HE WAS IN THE SPIDER SUIT BACK THEN!

SO WHY THAT PARTICULAR MEMORY? WHY NOT SOMETHING **GOOD** FROM THAT PERIOD, LIKE THE MARRIAGE TO MJ...



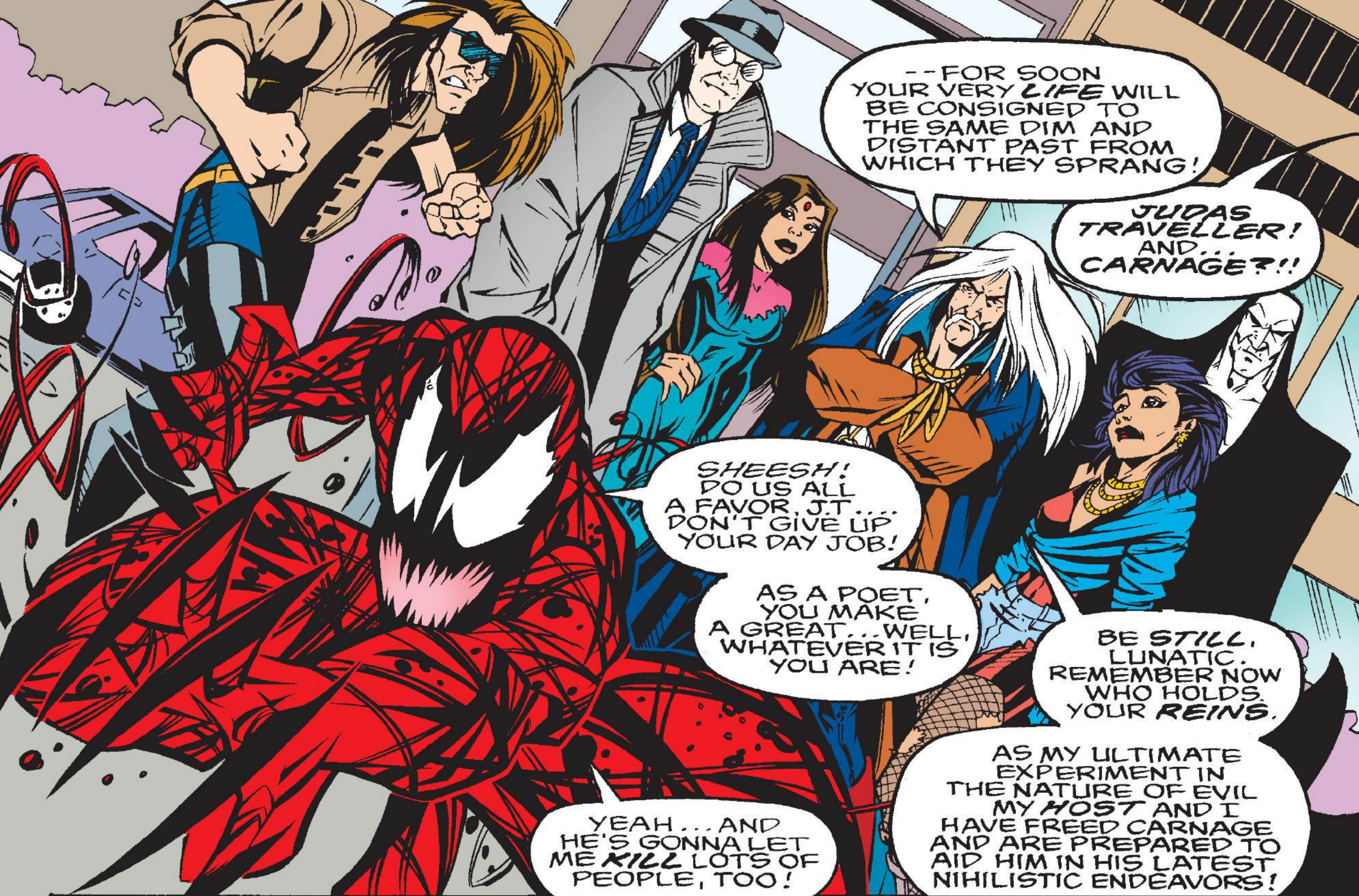
UMM, MR. SPIDER-MAN...? THAT GUY'S GETTING AWAY, MR. SPIDER-MAN...?



KEEP IT DOWN, KID! I'M TRYING TO REMEMBER SOMETHING!



DO NOT CONCERN YOURSELF WITH **MEMORIES**, SPIDER-MAN--



--FOR SOON
YOUR VERY **LIFE** WILL
BE CONSIGNED TO
THE SAME DIM AND
DISTANT PAST FROM
WHICH THEY SPRANG!

**JUDAS
TRAVELLER!
AND...
CARNAGE?!!**

**SHEESH!
DO US ALL
A FAVOR, JT...
DON'T GIVE UP
YOUR DAY JOB!**

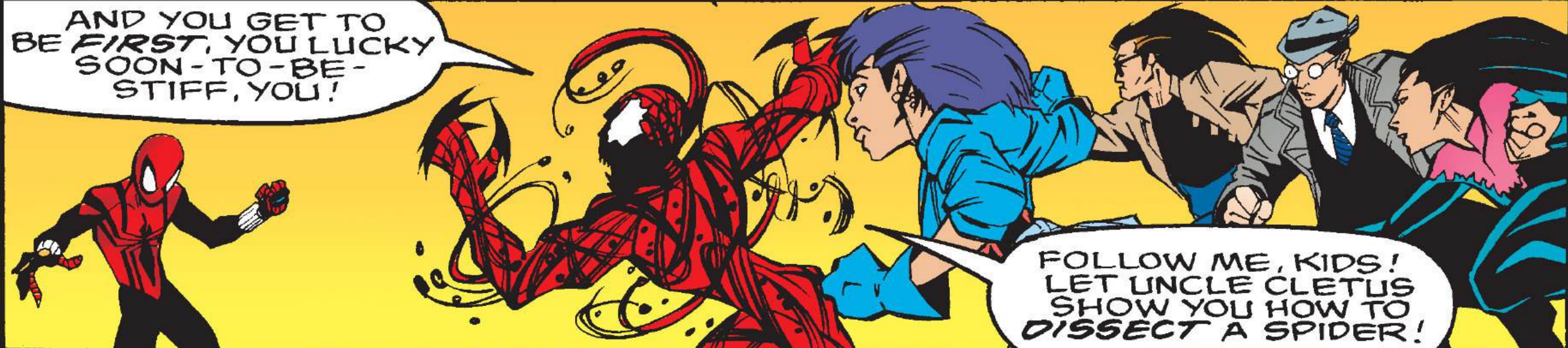
**AS A POET,
YOU MAKE
A GREAT...WELL,
WHATEVER IT IS
YOU ARE!**

**BE STILL,
LUNATIC.
REMEMBER NOW
WHO HOLDS
YOUR REINS.**

**AS MY ULTIMATE
EXPERIMENT IN
THE NATURE OF EVIL
MY **HOST** AND I
HAVE FREED CARNAGE
AND ARE PREPARED TO
AID HIM IN HIS LATEST
NIHILISTIC ENDEAVORS!**

**YEAH...AND
HE'S GONNA LET
ME **KILL** LOTS OF
PEOPLE, TOO!**

**AND YOU GET TO
BE **FIRST**, YOU LUCKY
SOON-TO-BE-
STIFF, YOU!**



**FOLLOW ME, KIDS!
LET UNCLE CLETUS
SHOW YOU HOW TO
DISSECT A SPIDER!**

**NOT SO FAST, BLOODBAG!
SPIDEY'S NOT GOING
THIS ONE ALONE!
RIGHT, **FIRESTAR**?**

**YOU ARE SO
RIGHT! IT'S JUST
SO WEIRD TO SEE
THE **GREEN**
GOBLIN FIGHTING
SIDE-BY-SIDE WITH
TWO SPIDER-MEN!
WHO'S THAT
OTHER GUY?**

**CALL ME
WHATEVER YOU
WANT - JUST DON'T
CALL MY **WIFE**!
SHE'D KILL ME IF
SHE KNEW I GOT
BACK IN THIS
COSTUME.**

**SO, YOU
READY
FOR SOME
ACTION,
CAT?**

**PERHAPS
AFTER
THE **FIGHT**,
SPIDER
DEAR.**

**LET'S
JUST
KICK
SOME
BUTT
NOW,
SHALL
WE?**



EAT MICROWAVES, GOON!

THAT'S BOONE, YOU-! OH, I SEE. YOU'RE BEING INSULTING.

SO LET ME UNDERSTAND THIS, NACHT: YOU WORK FOR A MASTER VILLAIN, AND YOU WEAR A GREY FLANNEL SUIT?

DO YOU REALLY THINK THIS ACCOUNTANT LOOK WOULD STRIKE FEAR INTO THE HEART OF ANYBODY? WHAT WERE YOU THINKING?!

I'VE HAD ENOUGH OF YOU TO LAST ME THREE LIFETIMES, KASADY!

YOU'RE NOT GOING TO MAKE IT THROUGH YOUR FIRST ONE, TOUGH GUY! IT'S EVISCERATIN' TIME!

ARE YOU PLEASED WITH YOUR HANDIWORK, JUDAS?

VERY PLEASED, SCRIER. IMAGINE CARNAGE AND THE HOST UNLEASHED UPON THIS ENTIRE CITY- THIS ENTIRE WORLD!

IMAGINE THE DESTRUCTION! THE CHAOS! THE MARKETING POSSIBILITIES!

IT'S "MAXIMUM CARNAGE" TWOOOOOO OORRRCH!

NOW YOU'VE GONE TOO FAR, "BOSS!"

DO YOU REALIZE I DIDN'T SEE ONE RED CENT OF ROYALTY MONEY FROM THAT VIDEO GAME?!!

I DON'T WANT TO HAVE TO FIGHT YOU, MEDEA! YOU'RE JUST A KID!

WRONG! WHAT I AM IS A MERCENARY, AND YOU'RE JUST ANOTHER JOB!

THE TRAVELLER IS DEAD.

THUS MY BONDAGE TO HIS SERVICE HAS ENDED.

I CAN NOW ACCOMPLISH MY TRUE MISSION IN THIS REALITY.

HEY, WHAT ARE YOU DOING TO HIM, CHALKY FACE?

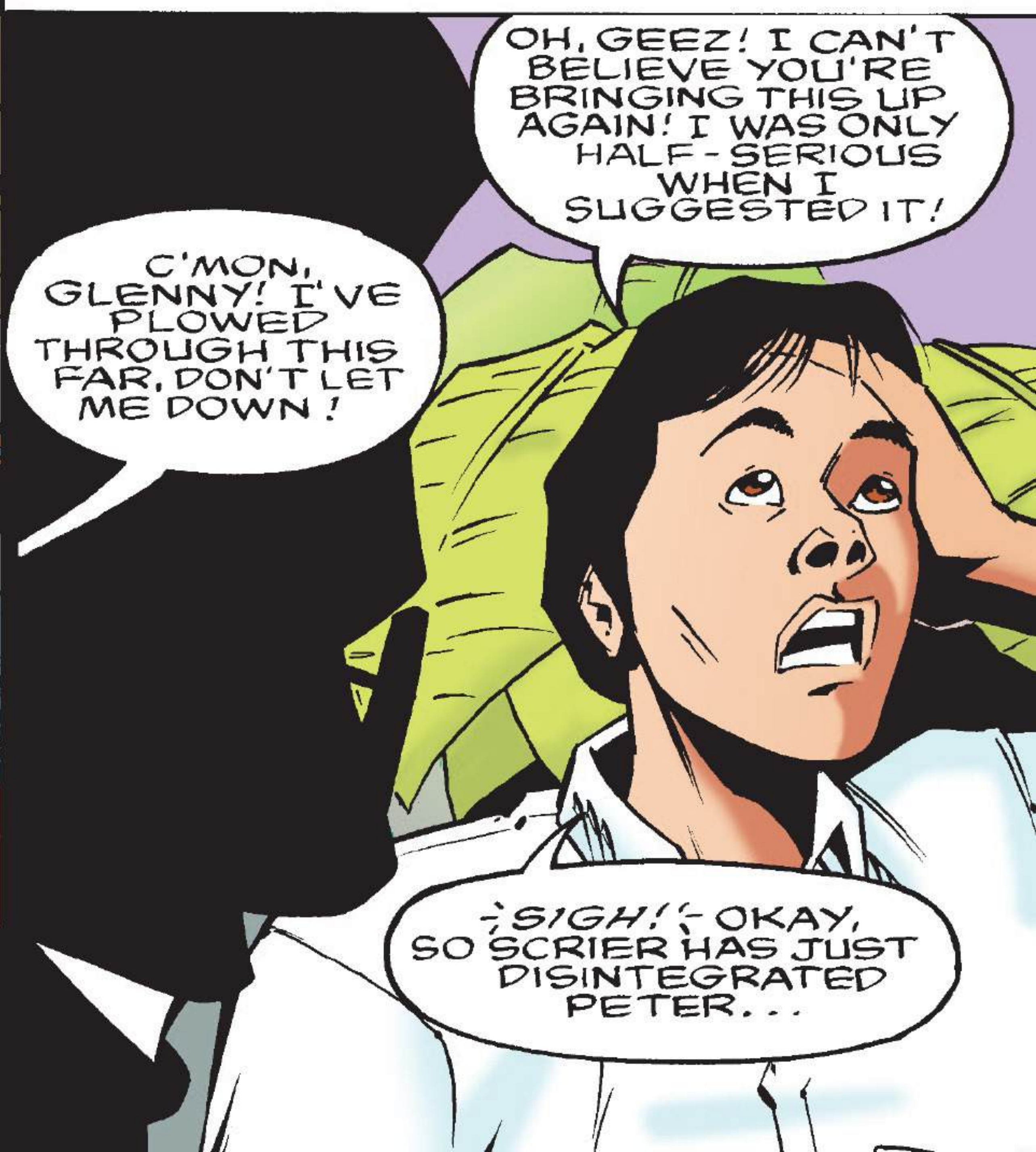
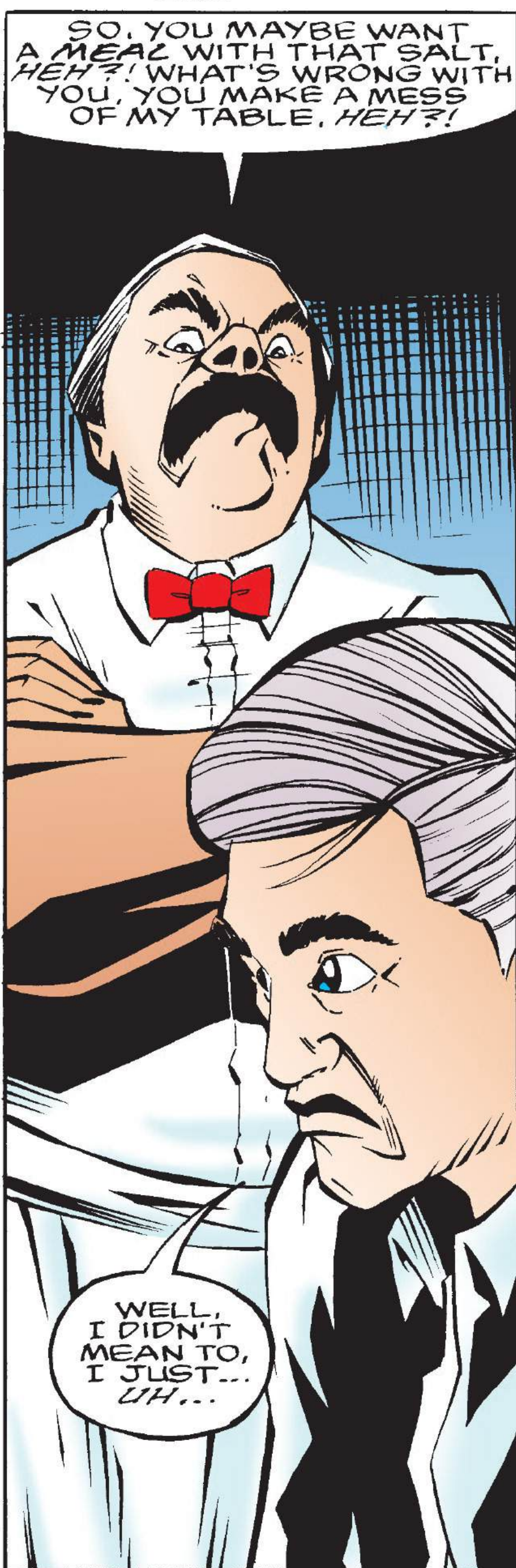
"I HAVE TRANSPORTED HIM BACK TO THAT CRITICAL POINT IN HISTORY WHERE HIS LIFE DIVERGED. I AM HEALING THE ESCALATING THREAT TO THE MULTIVERSE THAT HIS CO-EXISTENCE WITH THE OTHER SPIDER-MAN PRESENTS.

"HE WILL AWAKEN IN THE JACKAL'S SMOKESTACK, FIVE YEARS IN THE PAST, WITH NO MEMORY OF THESE EVENTS...

"... AND HE WILL BELIEVE HIMSELF A CLONE, AND BEGIN HIS LIFE AS A WANDERER, TO COMPLETE THE TIME LOOP... AND BECOME THE SPIDER-MAN WHO STILL STANDS BEFORE YOU. MY TASK IS DONE.

MERELY HELPING HIM TO FULFILL HIS DESTINY, CHILD.

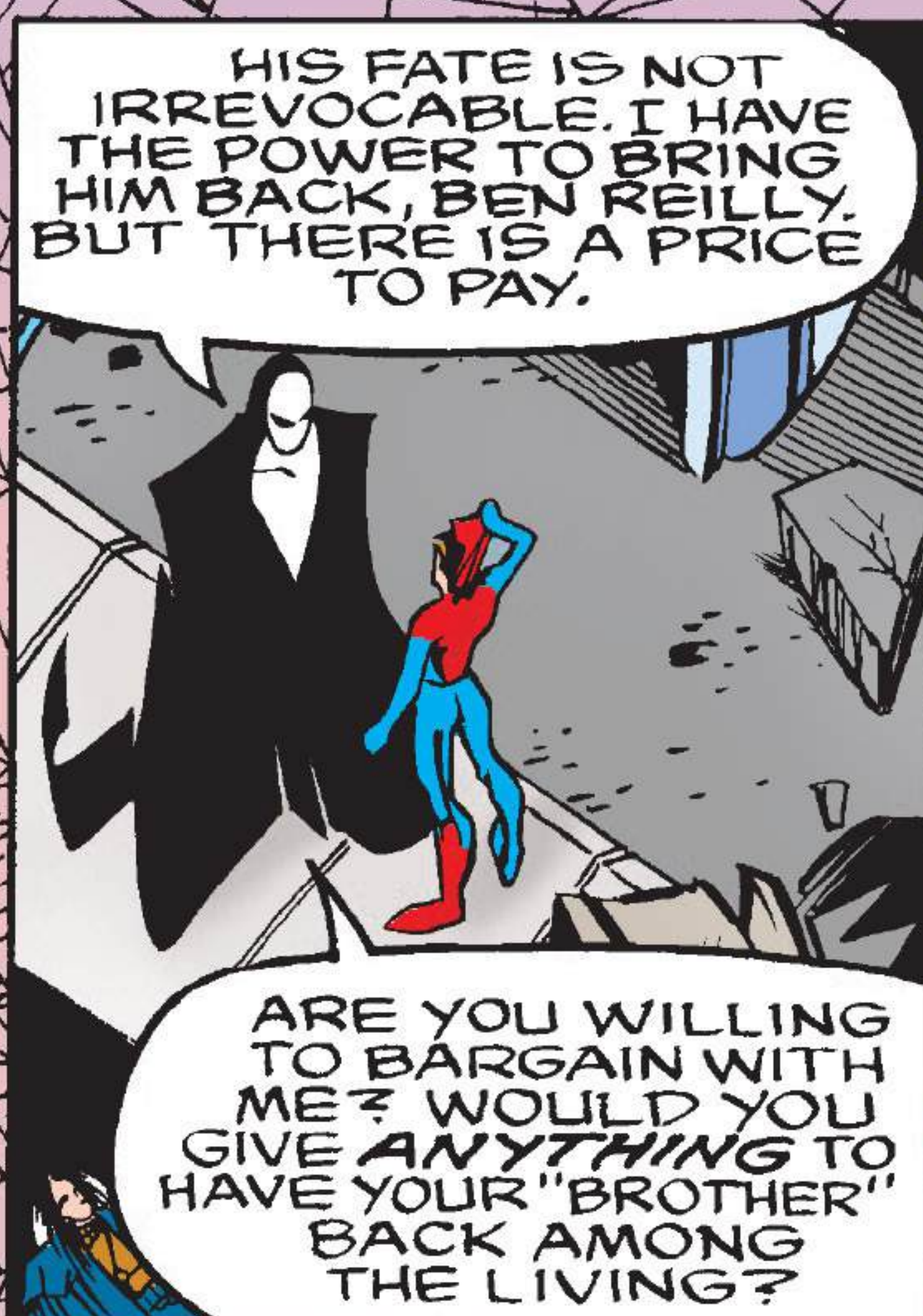






"...OR SO WE THINK!"

OHMIGOD!
NO!! YOU'VE
KILLED HIM,
SCRIER!



HIS FATE IS NOT
IRREVOCABLE. I HAVE
THE POWER TO BRING
HIM BACK, BEN REILLY.
BUT THERE IS A PRICE
TO PAY.

ARE YOU WILLING
TO BARGAIN WITH
ME? WOULD YOU
GIVE ANYTHING TO
HAVE YOUR "BROTHER"
BACK AMONG
THE LIVING?

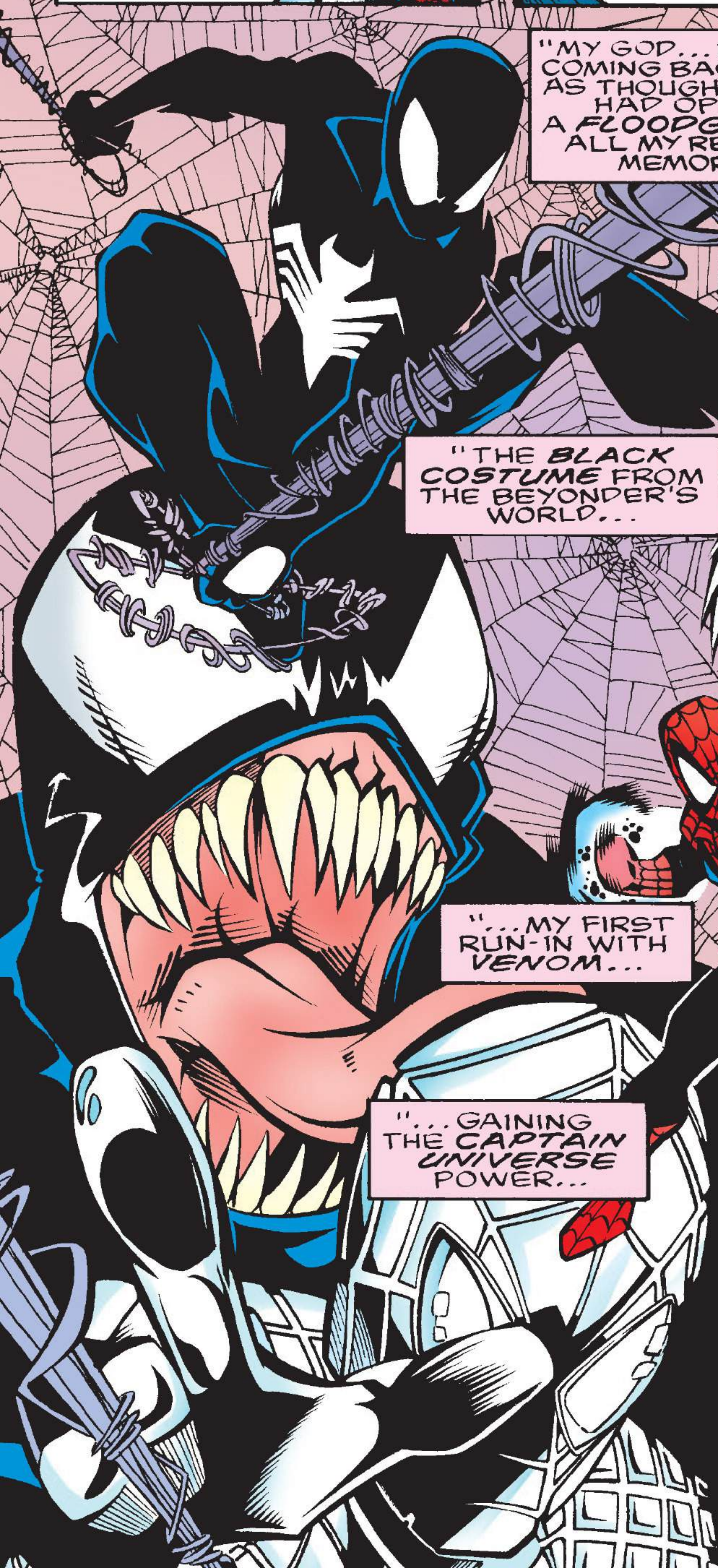


YES.

VERY
WELL.

PETER
IS BACK.

WHA-?!



"MY GOD...IT'S ALL
COMING BACK TO ME--
AS THOUGH SOMEONE
HAD OPENED
A FLOODGATE ON
ALL MY REPRESSED
MEMORIES!"

"THE **BLACK**
COSTUME FROM
THE BEYONDER'S
WORLD..."

"...MY RELATIONSHIP
WITH THE **BLACK CAT**..."

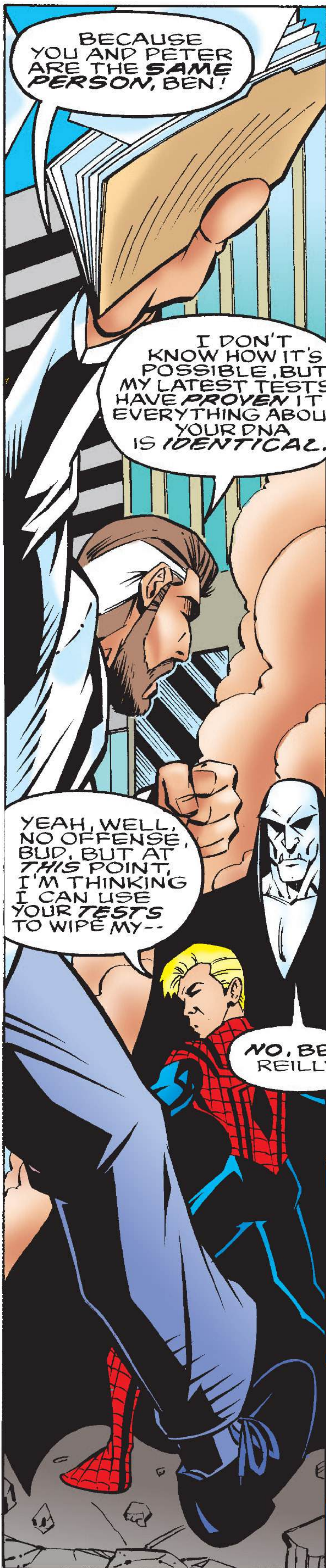
"...MY FIRST
RUN-IN WITH
VENOM..."

"...GAINING
THE **CAPTAIN**
UNIVERSE
POWER..."

"...THE
'SPIDER
ARMOR'...
YEESH,
WHAT WAS
I ON??

"...THE WEDDING
TO MARY JANE!
THESE AREN'T JUST
PETER'S MEMORIES!
THEY'RE **MINE**, TOO!
BUT HOW COULD
THAT BE?!"



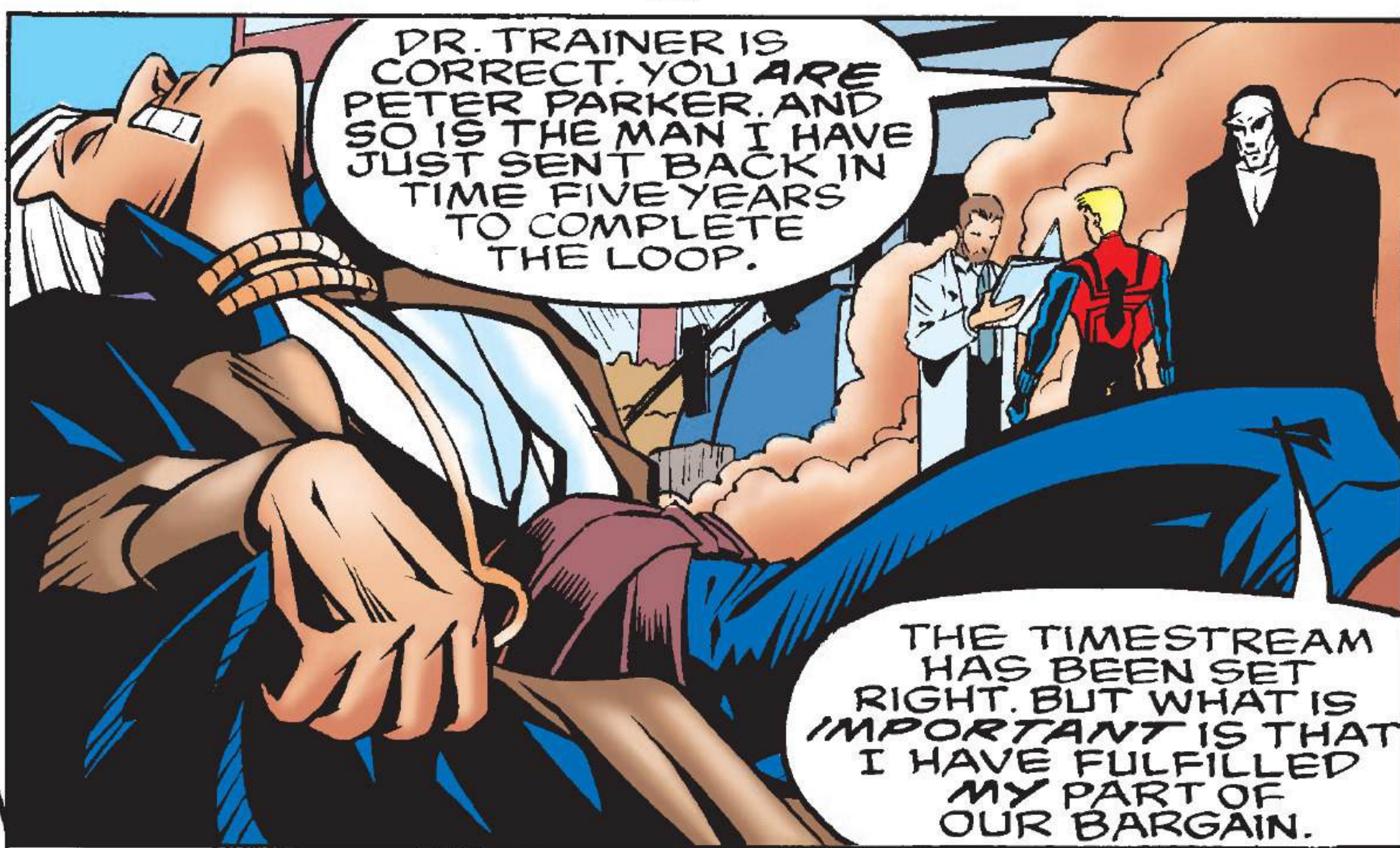


BECAUSE YOU AND PETER ARE THE **SAME PERSON, BEN!**

I DON'T KNOW HOW IT'S POSSIBLE, BUT MY LATEST TESTS HAVE **PROVEN IT!** EVERYTHING ABOUT YOUR DNA IS **IDENTICAL!**

YEAH, WELL, NO OFFENSE, BUD, BUT AT **THIS POINT**, I'M THINKING I CAN USE YOUR **TESTS** TO WIPE MY--

NO, BEN REILLY.

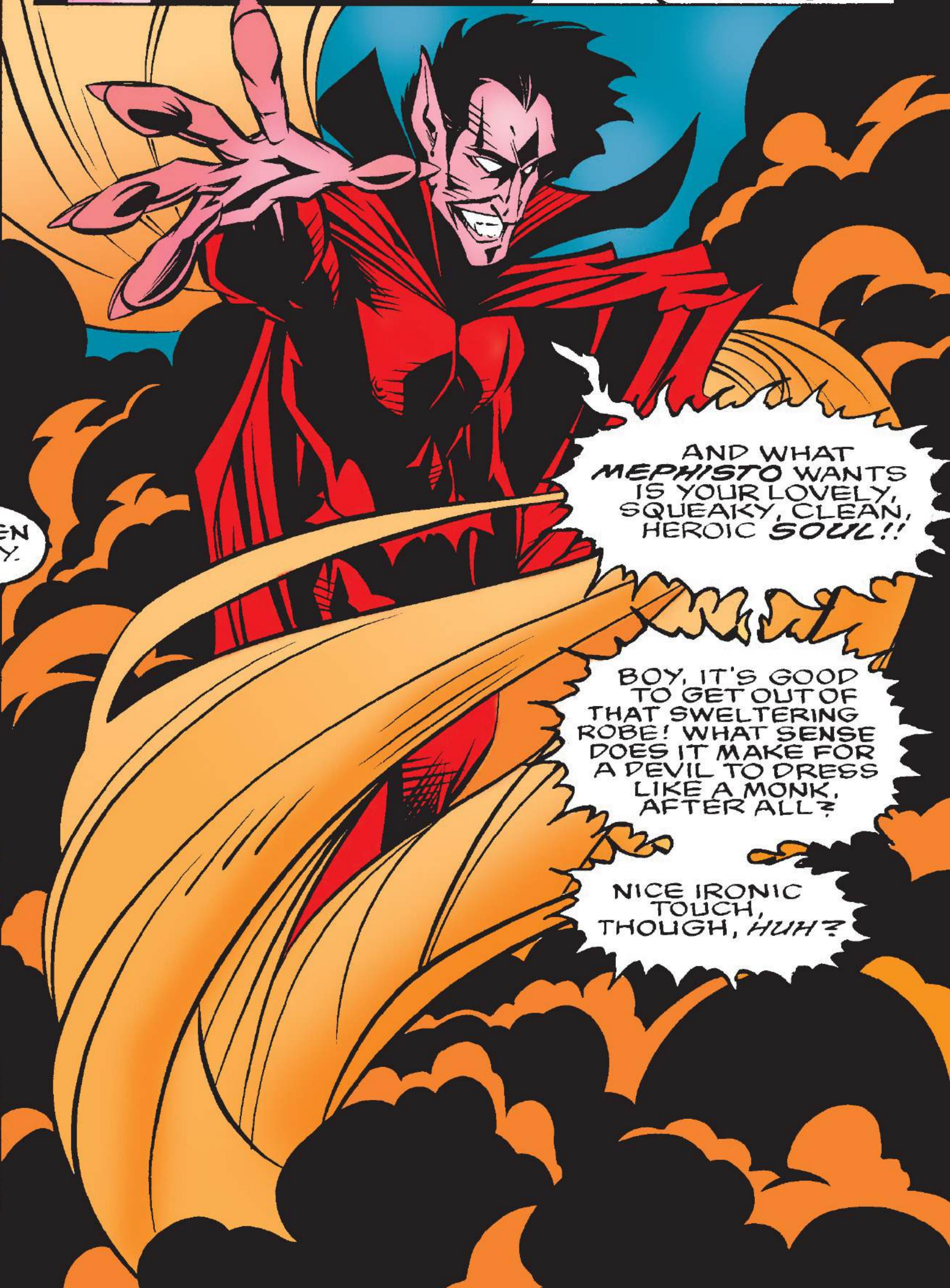


DR. TRAINER IS CORRECT. YOU **ARE** PETER PARKER, AND SO IS THE MAN I HAVE JUST SENT BACK IN TIME FIVE YEARS TO COMPLETE THE LOOP.

THE TIMESTREAM HAS BEEN SET RIGHT, BUT WHAT IS **IMPORTANT** IS THAT I HAVE FULFILLED **MY PART** OF OUR BARGAIN.



NOW IT IS YOUR TURN - **PETER PARKER** - TO FULFILL YOURS!



AND WHAT **MEPHISTO** WANTS IS YOUR LOVELY, SQUEAKY, CLEAN, **HEROIC SOUL!!**

BOY, IT'S GOOD TO GET OUT OF THAT SWELTERING ROBE! WHAT SENSE DOES IT MAKE FOR A DEVIL TO DRESS LIKE A MONK, AFTER ALL?

NICE IRONIC TOUCH, **THOUGH, HUH?**



LONG HAVE I CRAVED A SOUL AS PURE AS YOURS TO ADD TO MY REALM! MY MASQUERADE HAS BORNE SWEET FRUIT INDEED!

...YOU WHO HAVE DECEIVED ME... POSING AS MY CONFIDANT FOR YOUR OWN DEVIOUS PURPOSES...

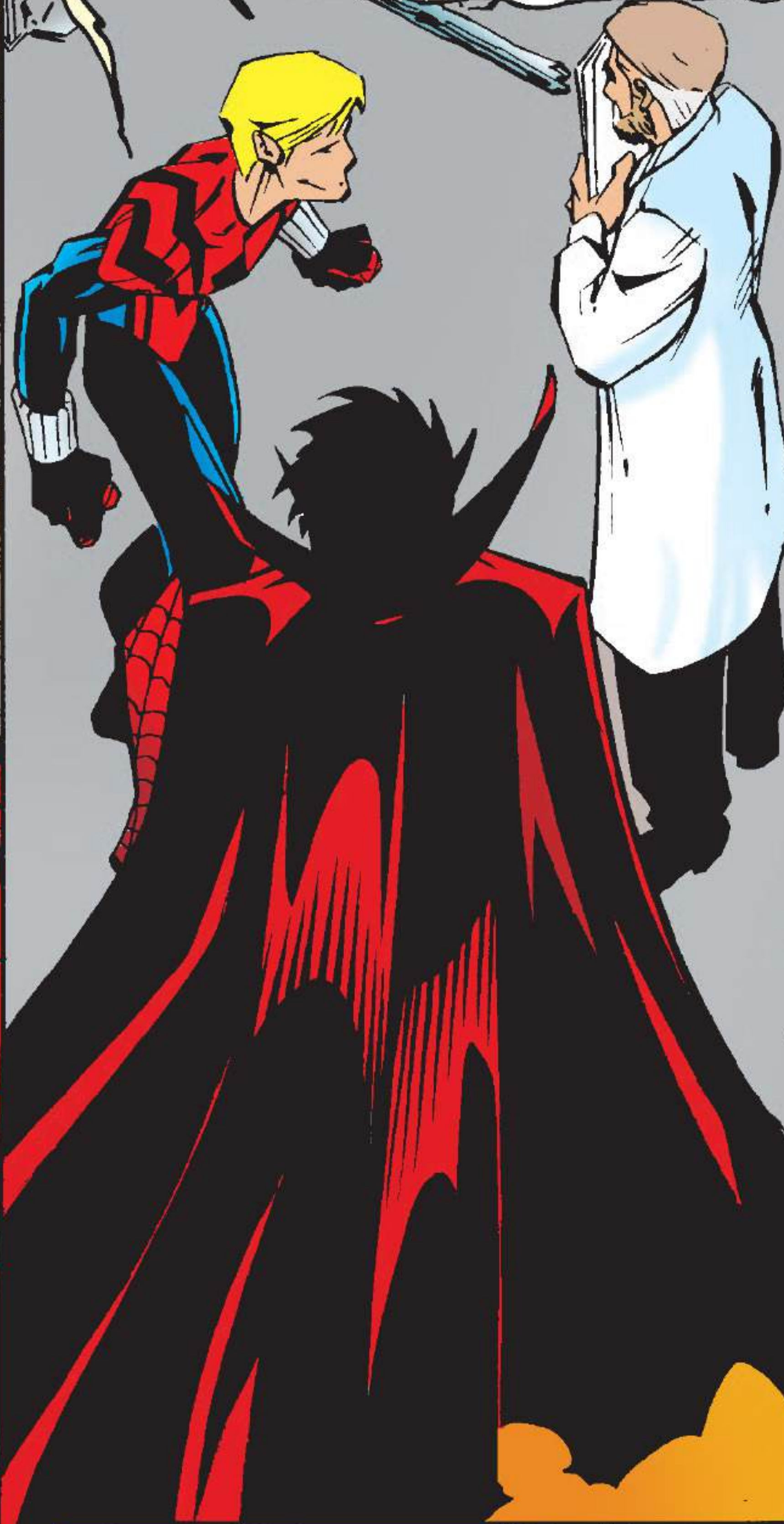
...YOU WHO HAVE WRONGED THIS MAN AND MYSELF...

...I OFFER YOU A BARGAIN.

AND WHAT COULD YOU POSSIBLY HAVE TO OFFER THE LORD OF THE NETHERWORLD, YOU DYING FOOL? YOUR EFFEMINATE COSTUME JEWELRY?

OOOH, CHEAP SHOT...

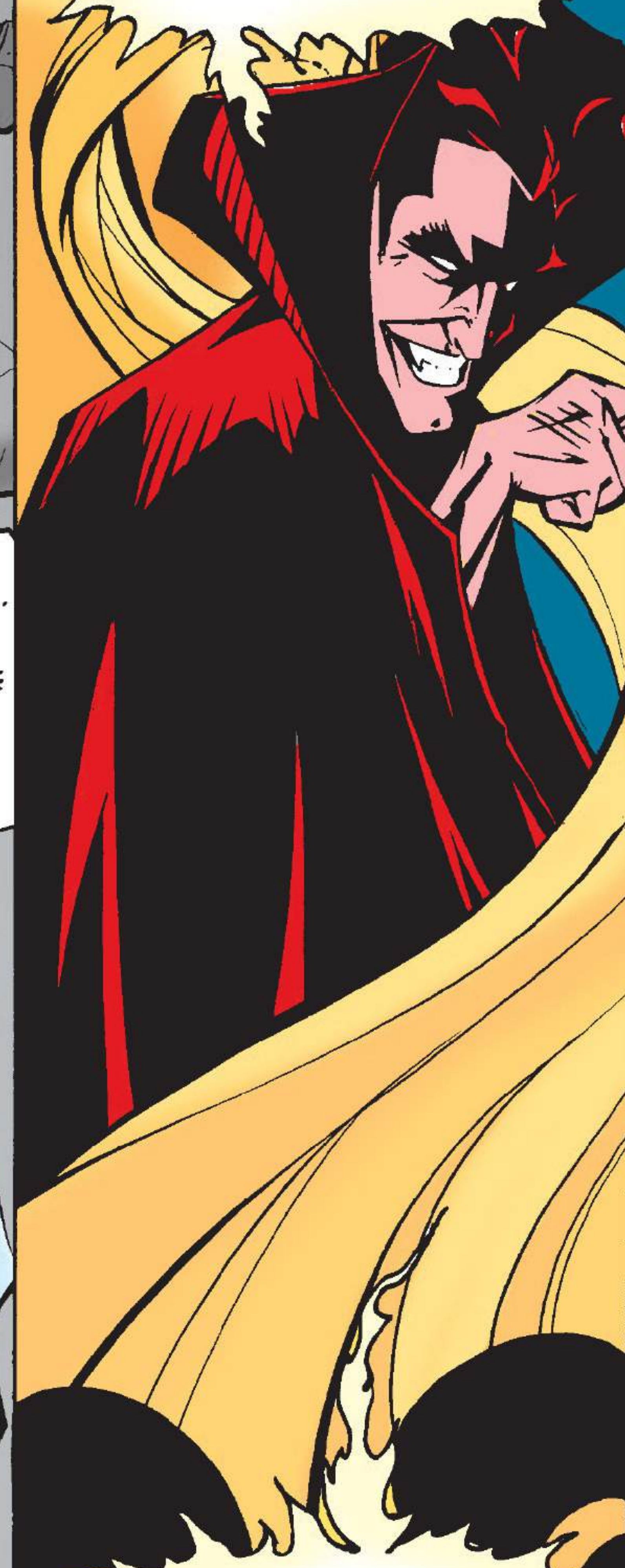
NO... I OFFER MY SOUL... IN EXCHANGE FOR PARKER'S. SPIDER-MAN ONCE SAVED MY LIFE.* I OWE HIM A DEBT. THAT MY HONOR DEMANDS I REPAY.



AFTER ALL, WHAT COULD BE MORE APPEALING TO THE PRINCE OF LIES THAN THE SOUL OF A GOOD MAN...

...BUT THE SOUL OF AN EVIL MAN WHO SEES THE LIGHT...?

POINT TAKEN, MORTAL! I ACCEPT YOUR SOUL IN RETURN...



...AS LONG AS YOU CLEAN ALL THAT FILTHY CARNAGE-GUNK OFF IT! YUCK!!- WE DO HAVE STANDARDS TO MAINTAIN DOWN THERE, AFTER ALL.

YOU KNOW WHAT THEY SAY "CLEANLINESS IS NEXT TO -"

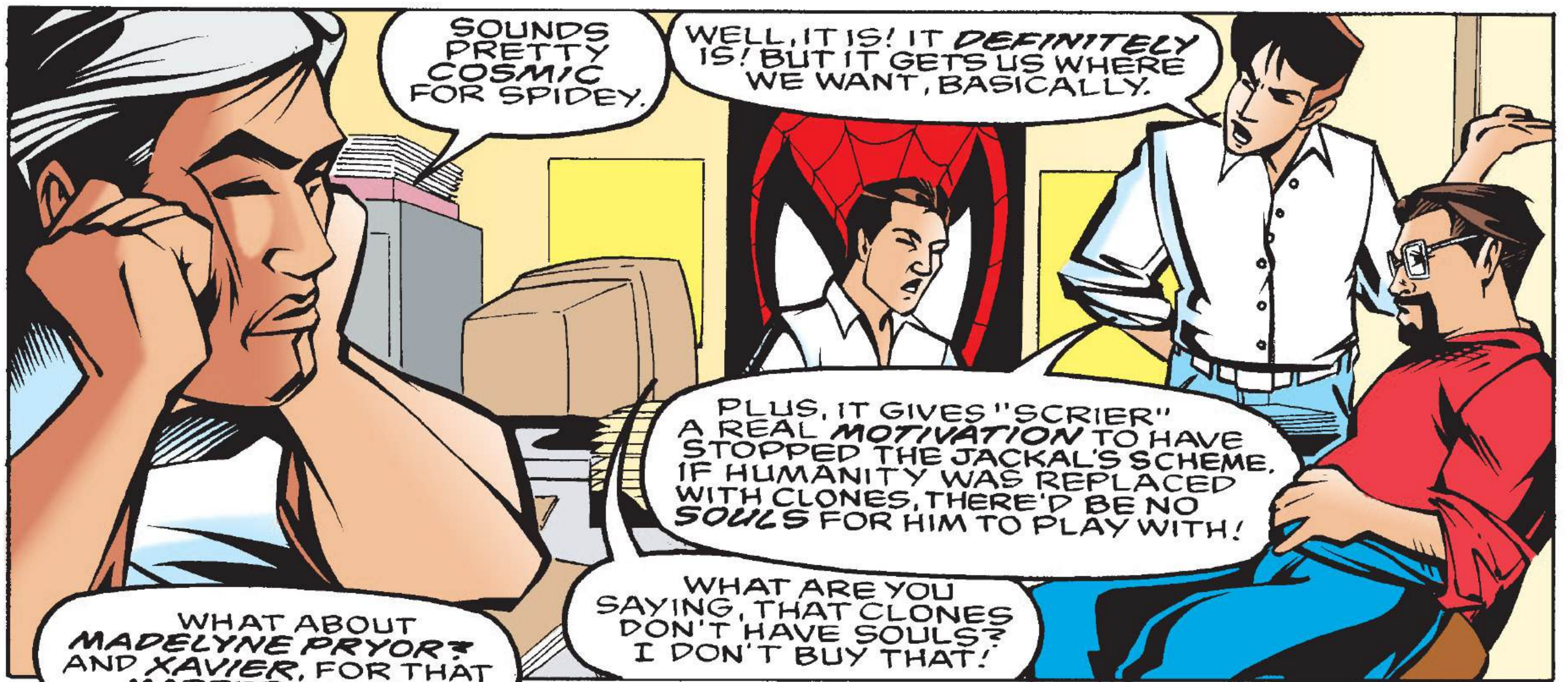
...WELL, NEVER MIND.

*IN SPIDER-MAN #59.--RALF (I TRIED TO GET THROUGH THIS ISSUE WITHOUT A FOOTNOTE, I HONESTLY DID.)

WOW.

THIS KINDA STINKS.

MEPHISTO...



SOUNDS
PRETTY
COSMIC
FOR SPIDEY.

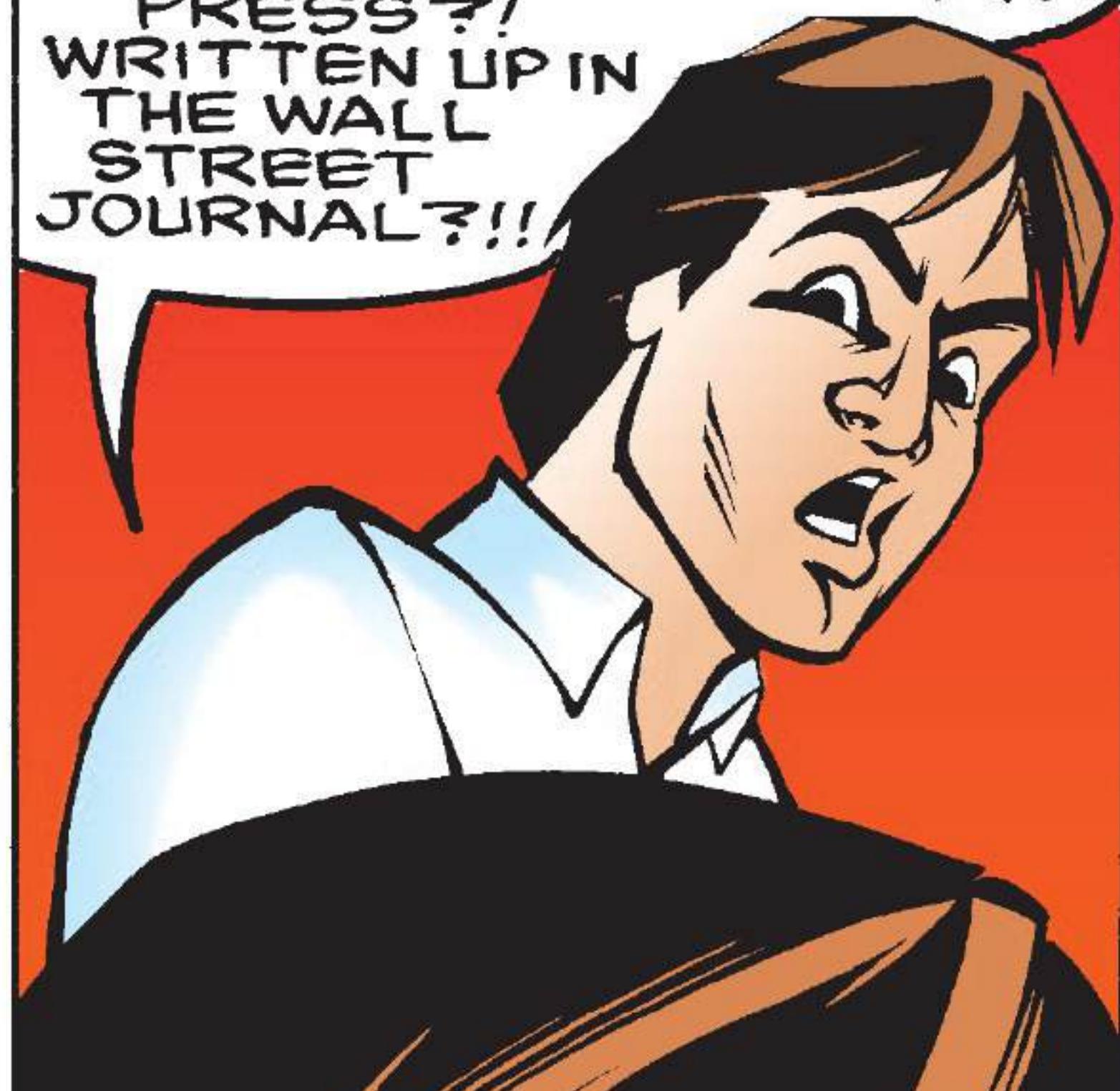
WELL, IT IS! IT *DEFINITELY*
IS! BUT IT GETS US WHERE
WE WANT, BASICALLY.

PLUS, IT GIVES "SCRIER"
A REAL *MOTIVATION* TO HAVE
STOPPED THE JACKAL'S SCHEME.
IF HUMANITY WAS REPLACED
WITH CLONES, THERE'D BE NO
SOULS FOR HIM TO PLAY WITH!

WHAT ARE YOU
SAYING, THAT CLONES
DON'T HAVE SOULS?
I DON'T BUY THAT!

WHAT ABOUT
MADELYNE PRYOR?
AND *XAVIER*, FOR THAT
MATTER? HE'S IN
A CLONED BODY!

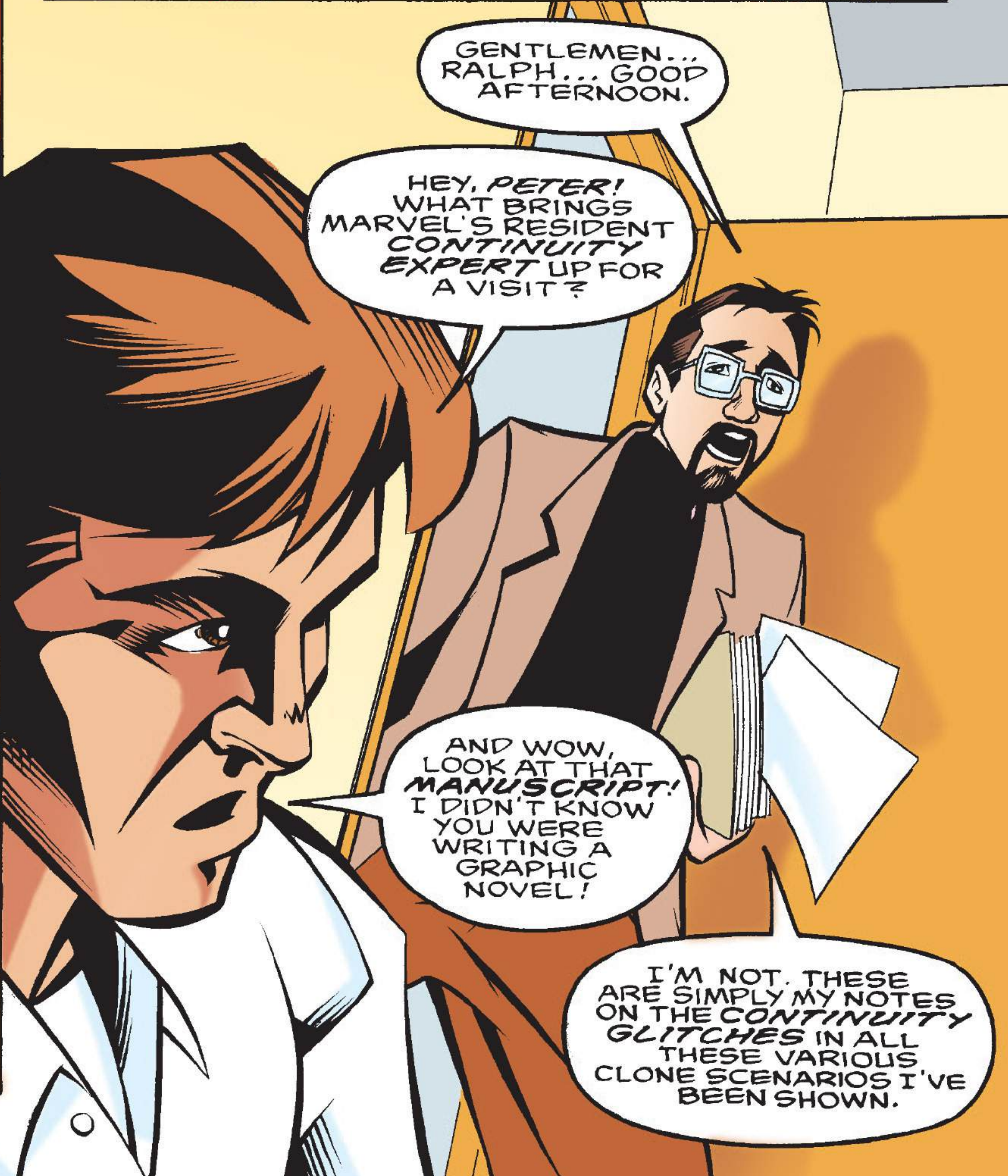
CLONES HAVE BEEN
RUNNING AROUND IN
THE *X-MEN BOOKS* FOR
YEARS! BUT DOES ANYONE
NOTICE? DO *THEY* GET
LAMBASTED IN THE FAN
PRESS?!
WRITTEN UP IN
THE WALL
STREET
JOURNAL?!!



DO *THEY* HAVE
TO PUT UP WITH
CHARACTERS
NAMED
"SPIDERCIDE?!!"
DO-

EASY,
MAN, EASY!
DEEP
BREATH!

SORRY... GUESS
I SHOULDN'T HAVE
HAD THAT NINTH
CUP OF COFFEE...



GENTLEMEN...
RALPH... GOOD
AFTERNOON.

HEY, *PETER*!
WHAT BRINGS
MARVEL'S RESIDENT
CONTINUITY
EXPERT UP FOR
A VISIT?

AND WOW,
LOOK AT THAT
MANUSCRIPT!
I DIDN'T KNOW
YOU WERE
WRITING A
GRAPHIC
NOVEL!

I'M NOT. THESE
ARE SIMPLY MY NOTES
ON THE *CONTINUITY*
GLITCHES IN ALL
THESE VARIOUS
CLONE SCENARIOS I'VE
BEEN SHOWN.

WHAT?? YOU MEAN THERE'RE HOLES IN ALL THE STORY IDEAS THAT WE'VE SEEN?

FRANKLY, SOME BIG ENOUGH TO DRIVE THE SHIELD* HELICARRIER THROUGH! FOR EXAMPLE:

* SUPREME - NO, STRATEGIC HEADQUARTERS - NO. I'LL GET BACK TO YOU... RALF

FIRST OF ALL, MEPHISTO IS DEAD! YES, I KNOW IT'S COMICS, HE WAS KILLED BY HIS SON, BLACKHEART A WHILE AGO. WE'D HAVE TO CLEAR THIS WITH THE GHOST RIDER PEOPLE.

IF PETER WAS SENT BACK IN TIME TO BECOME BEN, HOW ARE THE TWO SPIDER-MEN THE SAME AGE? BEN SHOULD BE FIVE YEARS OLDER! DIDN'T THE JACKAL NOTICE WHEN HE FOUND HIM?

IF MEPHISTO IS THE PRINCE OF LIES, AND HE'S THE ONE TELLING US WHO'S REALLY THE CLONE, WHY SHOULD ANYONE - INCLUDING THE READERS - BELIEVE HIM?

IF NEITHER PETER OR BEN IS THE CLONE, WHY DID TRAINER'S TESTS SAY THAT ONE OF THEM WAS? FOR THAT MATTER, WHY DO THEY BOTH HAVE MEMORIES OF BEING BORN IN A CLONING TANK?

FURTHERMORE, IF SEWARD TRAINER IS SUPPOSED TO BE SUCH AN ACCLAIMED, BRILLIANT, GENETICIST, WHY DOES HE NEVER SEEM TO HAVE A JOB?!

EH! LOOKS LIKE YOU GUYS ARE PRETTY BUSY!

HEY, IT'S TOM DE FALCO. WHAT'S UP, CHIEF?

... AND AS FOR DR. DOOM'S TIME PLATFORM...

OH, NO, DON'T TELL ME YOU'RE CARRYING AROUND ANOTHER PILE OF CONTINUITY HOLES!

EH! OF COURSE NOT! DIS IS A T'UNDERSTRIKE GRAPHIC NOVEL I'M PEDDLIN'!

WHAT, YOU THOUGHT I CAME HERE JUST TO WASTE TIME WIT' YOU GUYS?

TOM, YOU'VE BEEN WRITING SPIDER-MAN A LONG TIME! YOU MUST HAVE SOME CLUE HOW WE CAN EXPLAIN ALL THIS STUFF!

WELL, I'M FROM THE OLD SCHOOL, Y'KNOW? WE CAN DO IT REALLY EASY. TWO SIMPLE WORDS:

BEN MELTS.

"YOU MEAN...JUST LIKE THAT? THEY'RE WALKING DOWN THE STREET AND-?!"

BEN, I'M SO GLAD YOU COULD JOIN PETER AND ME FOR THE MOVIE! I'VE BEEN WANTING TO SEE "MULTIPLICITY" FOR WEEKS!

PERSONALLY, I FIND THE PREMISE A LITTLE HARD TO SWALLOW...

MY PLEASURE, M.J. HEY, COOL BIKE!

MAKES ME WISH I STILL HAD MY CHOPPER...

HMM... DID IT JUST GET HOTTER OUT HERE?

SIGH! BOYS AND THEIR TOYS! YOU COMING, BEN?

BEN?

Ohh!!

Yikes!!

UH, PETER? HONEY?

ARE YOU SURE YOU'RE THE CLONE...?



WELL, THE SCENARIO WOULDN'T NECESSARILY BE LIKE DAT, EXACTLY, BUT-!

NO EXPLANATIONS? WHAT ABOUT TRAINER'S TESTS? WHAT ABOUT EVERYTHING THE JACKAL DID?! THE WHOLE MASTER PLAN BASED ON PETER BELIEVING HE WAS THE CLONE?!



EH! WE'LL WOIK OUT DA SUB-TLETIES LATER! WE'LL MAKE IT UP AS WE GO ALONG! WE'VE COME THIS FAR THAT WAY, RIGHT?

BUT... BUT...



EH! DETAILS! YOU'VE GOTTA LEAVE DA READERS WANTIN' MORE SOMETIMES!

LISTEN, I'LL PLAY ALONG WIT' WHATEVER YOU GUYS FIGURE OUT! JUST SO LONG AS THOSE CHECKS KEEP COMIN' IN!



GLENN'S RIGHT, TOM! HE'S GONNA BURST A BLOOD VESSEL, BUT HE'S RIGHT!

WHAT ABOUT TRAVELLER AND SCRIBER, AND ALL THAT STUFF THEY WERE DOING WITH THE JACKAL WAY BACK WHEN, AND WHAT ABOUT -

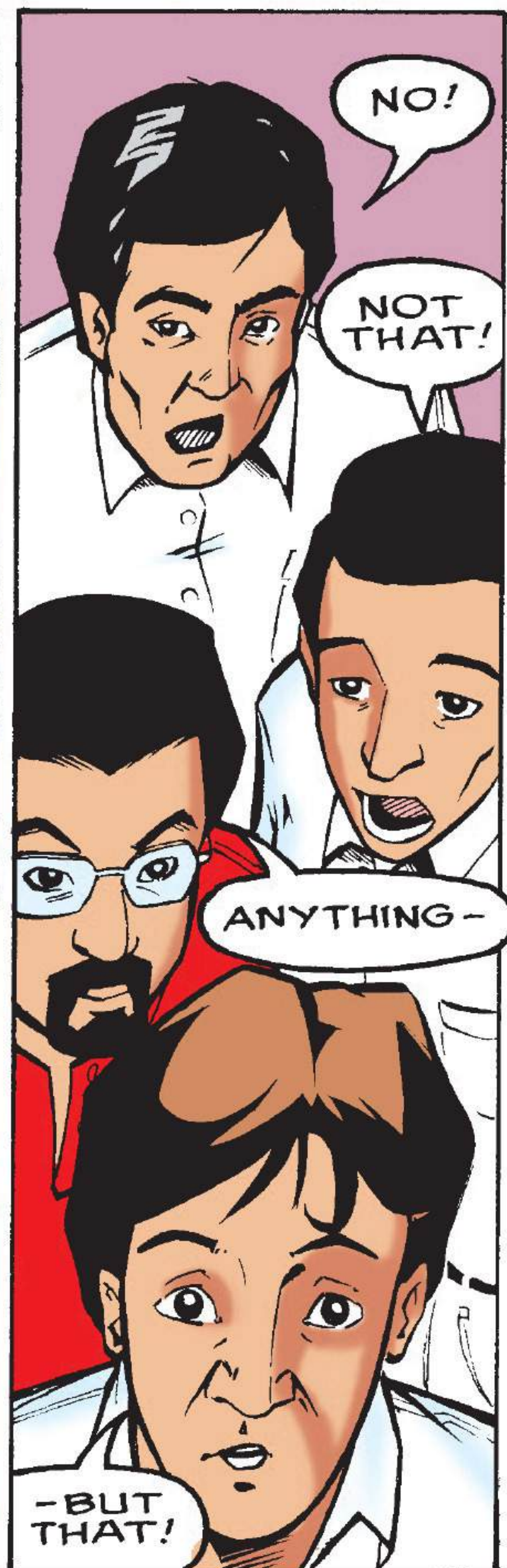


I GOTTA GO NOW, BUT I'LL TELL YA ONE THING... YOU GUYS BETTER FIGURE OUT A DIRECTION FAST...

...OR YOU'LL ALL GET WHAT I USED TO THREATEN PEOPLE WIT' WHEN I WAS THE EDITOR IN CHIEF...



...CABFARE TO DC!



NO!

NOT THAT!

ANYTHING -

-BUT THAT!

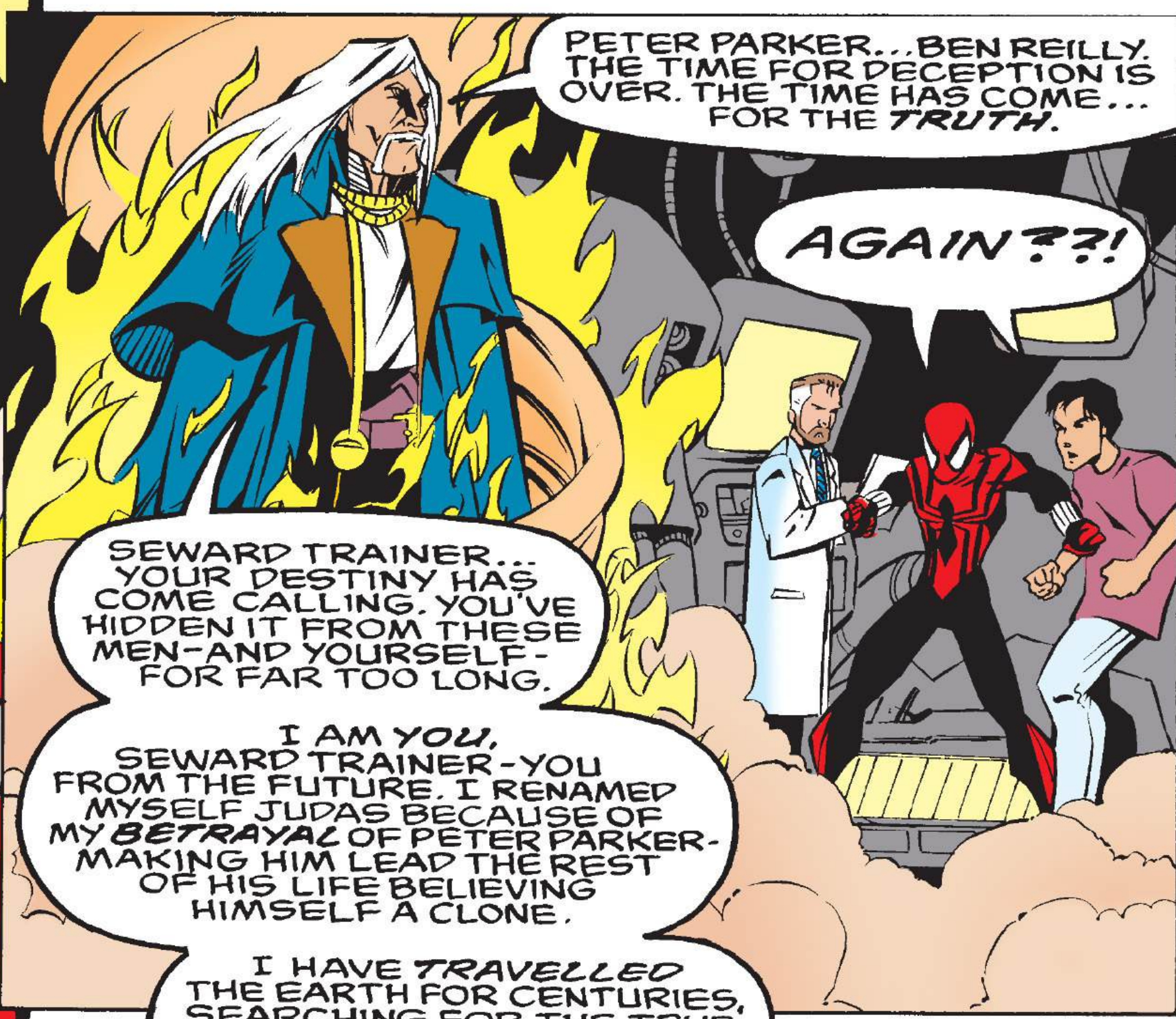


HEY, GUYS? ALL THE FAX MACHINES ARE GETTING TIED UP WITH THESE MEMOS YOU'RE SENDING BACK AND FORTH!

ARE YOU GOING TO WORK THIS OUT SOON? I'M TOO YOUNG TO WEAR A HERNIA TRUSS!



HMM... THIS ONE HAS A REALLY WAY-OUT TAKE ON WHAT TRAVELLER'S ORIGIN COULD BE...



PETER PARKER... BEN REILLY. THE TIME FOR DECEPTION IS OVER. THE TIME HAS COME... FOR THE *TRUTH*.

AGAIN??!

SEWARD TRAINER... YOUR DESTINY HAS COME CALLING. YOU'VE HIDDEN IT FROM THESE MEN-AND YOURSELF-FOR FAR TOO LONG.

I AM YOU, SEWARD TRAINER-YOU FROM THE FUTURE. I RENAMED MYSELF JUDAS BECAUSE OF MY *BETRAYAL* OF PETER PARKER-MAKING HIM LEAD THE REST OF HIS LIFE BELIEVING HIMSELF A CLONE.

I HAVE TRAVELLED THE EARTH FOR CENTURIES, SEARCHING FOR THE TRUE NATURE OF EVIL-- HOPING THAT THEREIN LIES THE ANSWER TO MY OWN REDEMPTION.

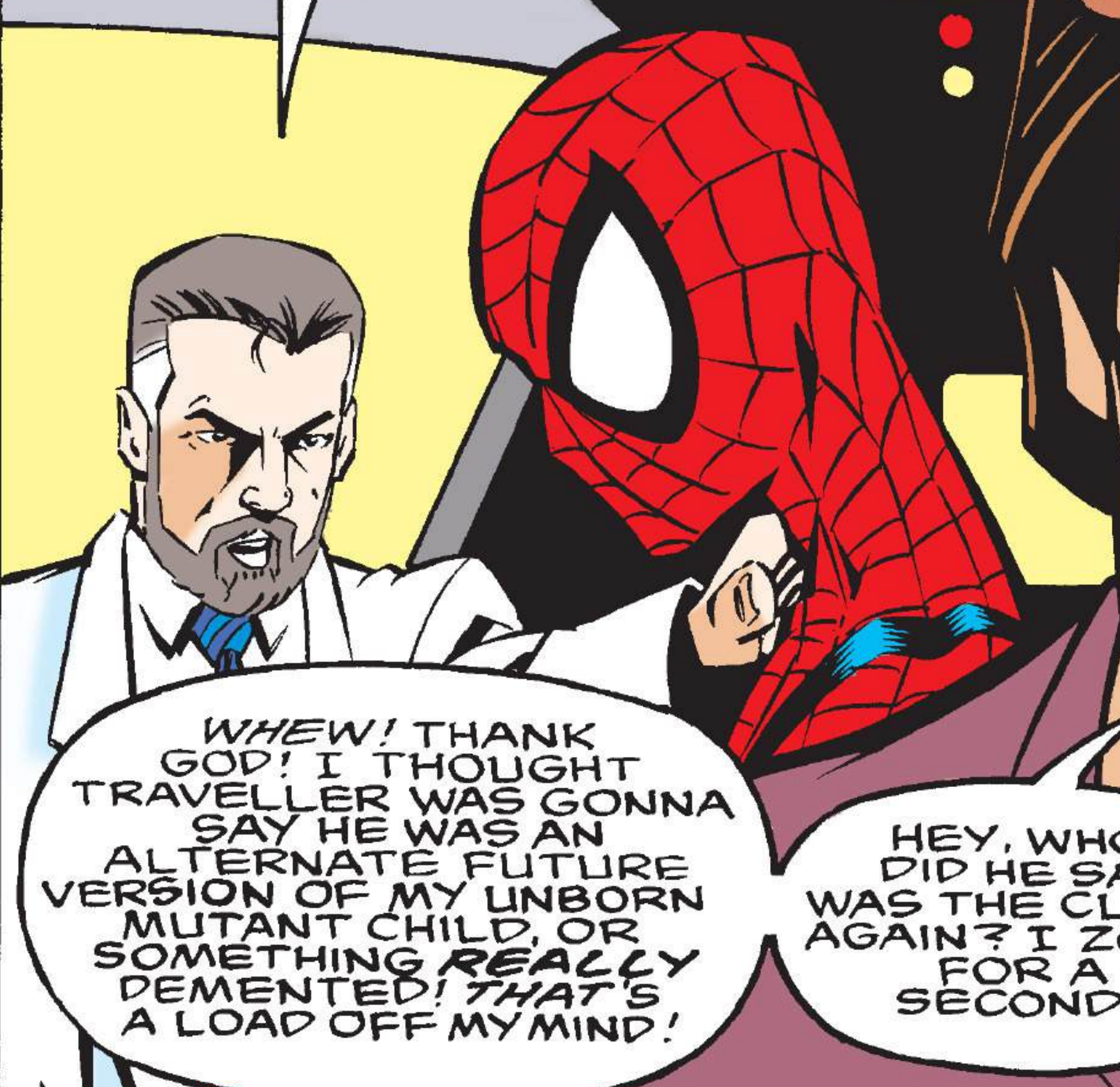
THESE EVENTS HAVE YET TO HAPPEN FOR YOU-BUT DO YOU *DENY* YOUR GUILT?!



IT'S TRUE, PETER... AND BEN.

I FIXED THE EQUIPMENT SO IT WOULD READ THE TEST RESULTS WRONGLY. I DID IT FOR YOU, BEN. YOU'VE BEEN LIKE A SON TO ME. YOU *DESERVED* A CHANCE AT HAPPINESS!

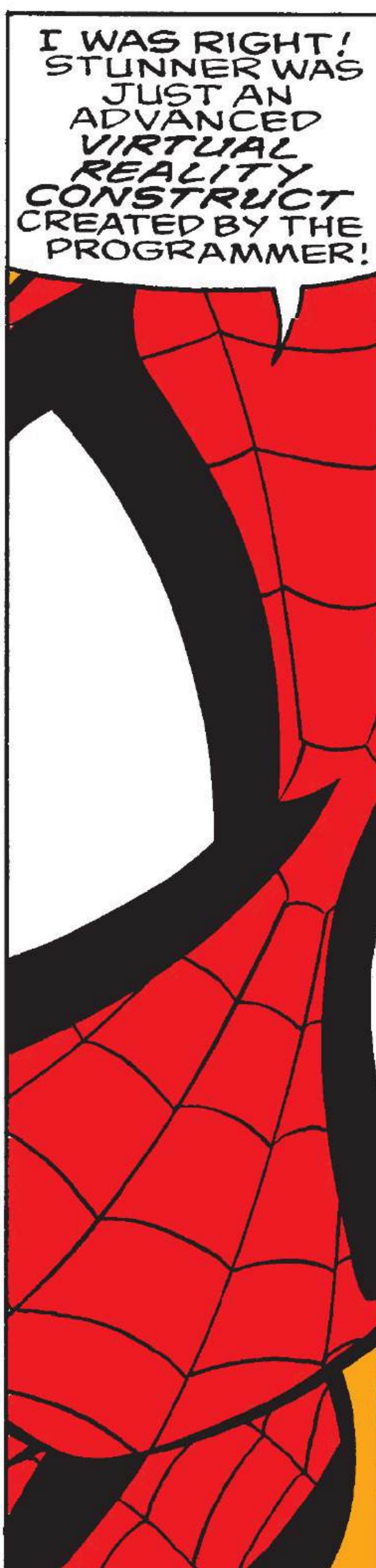
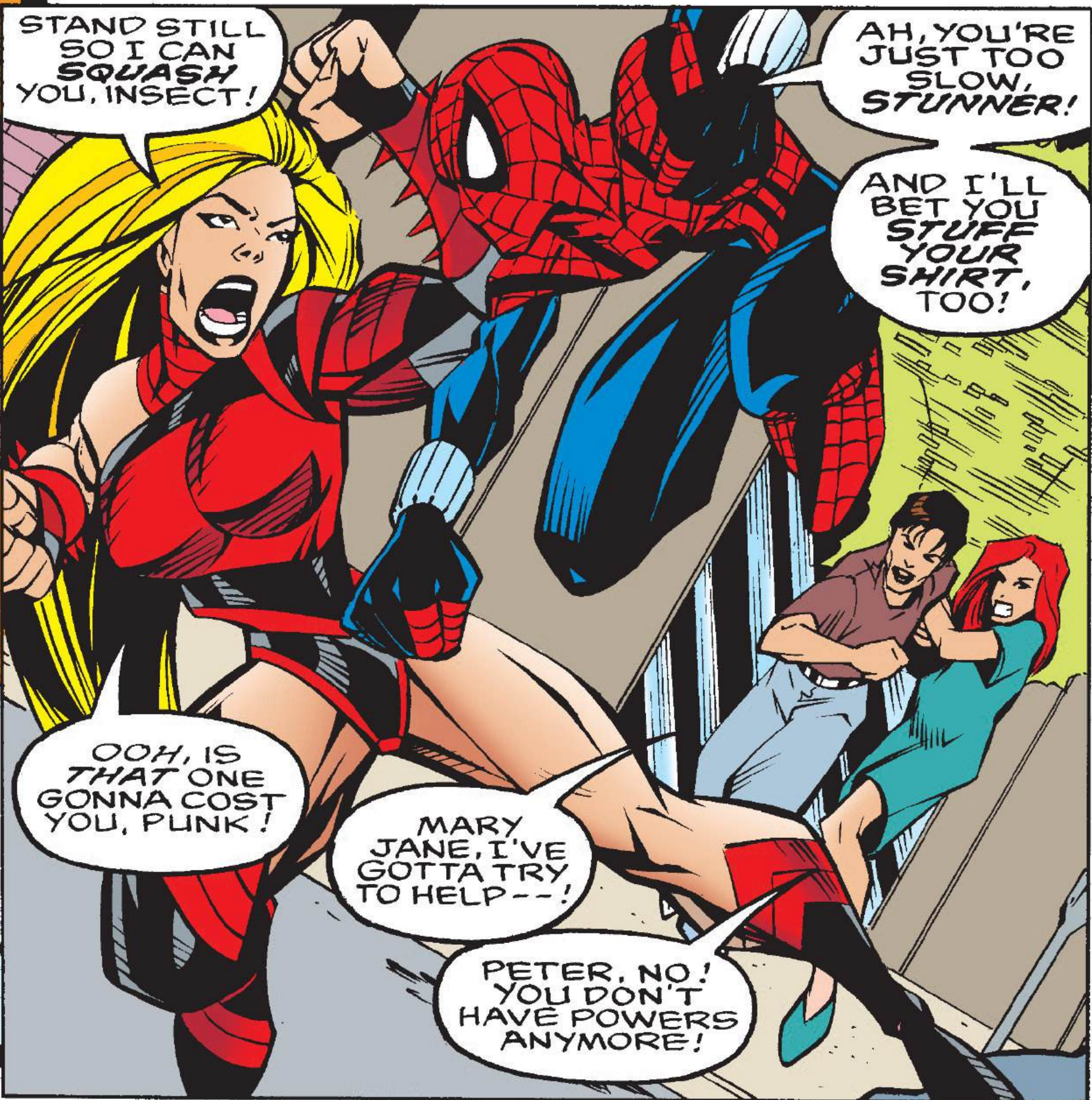
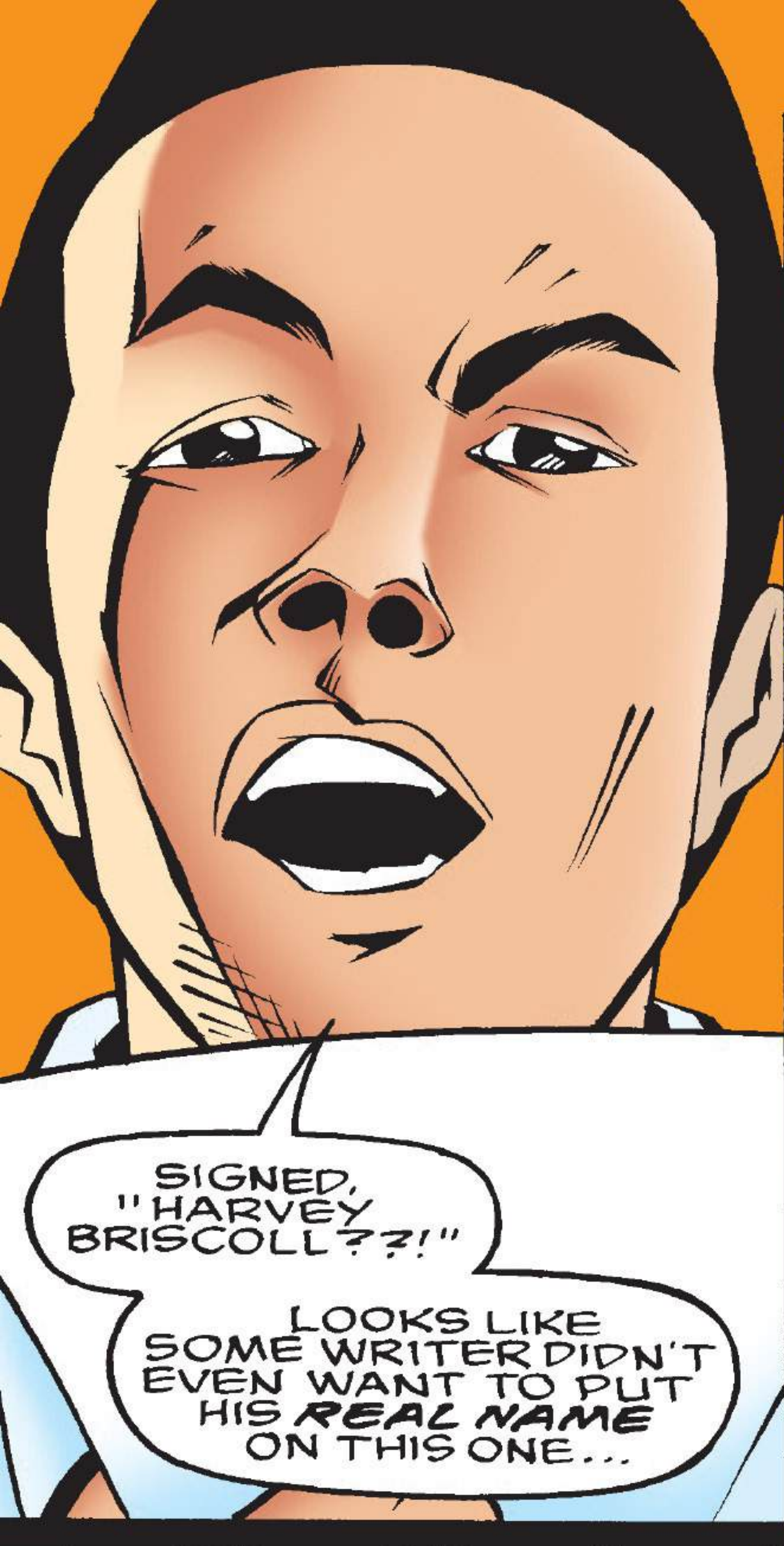
PETER... CAN YOU EVER FORGIVE ME? PETER?



WHEW! THANK GOD! I THOUGHT TRAVELLER WAS GONNA SAY HE WAS AN ALTERNATE FUTURE VERSION OF MY UNBORN MUTANT CHILD, OR SOMETHING *REALLY* DEMENTED! THAT'S A LOAD OFF MY MIND!



HEY, WHO DID HE SAY WAS THE CLONE AGAIN? I ZONED FOR A SECOND.





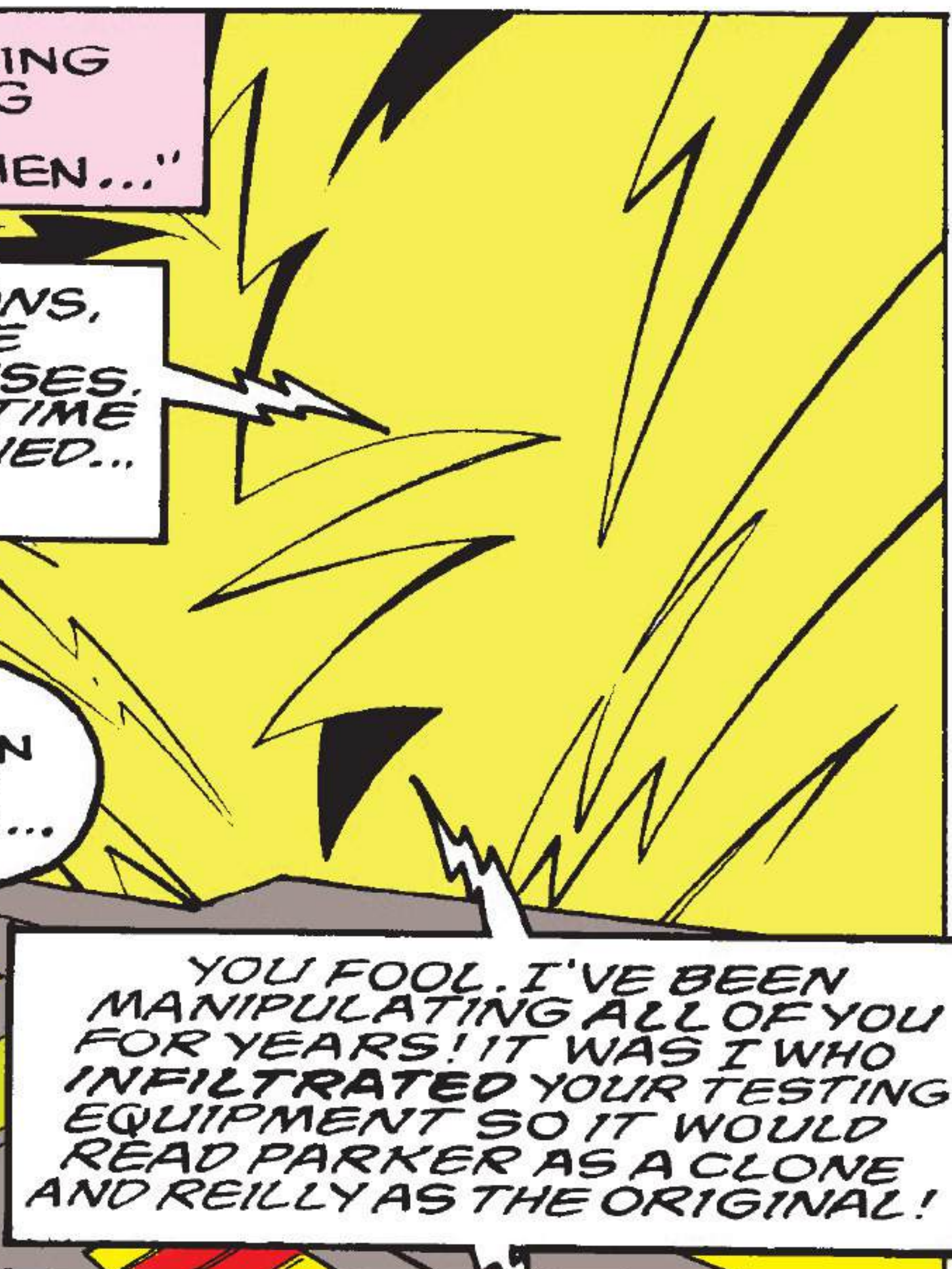
"SO SEWARD IS CRUISING CYBERSPACE, TRYING TO TRACK DOWN THE PROGRAMMER, WHEN..."

CONGRATULATIONS, TRAINER. YOU'VE BREACHED MY DEFENSES. NOW I BELIEVE IT IS TIME YOU FINALLY LEARNED... THE TRUTH!



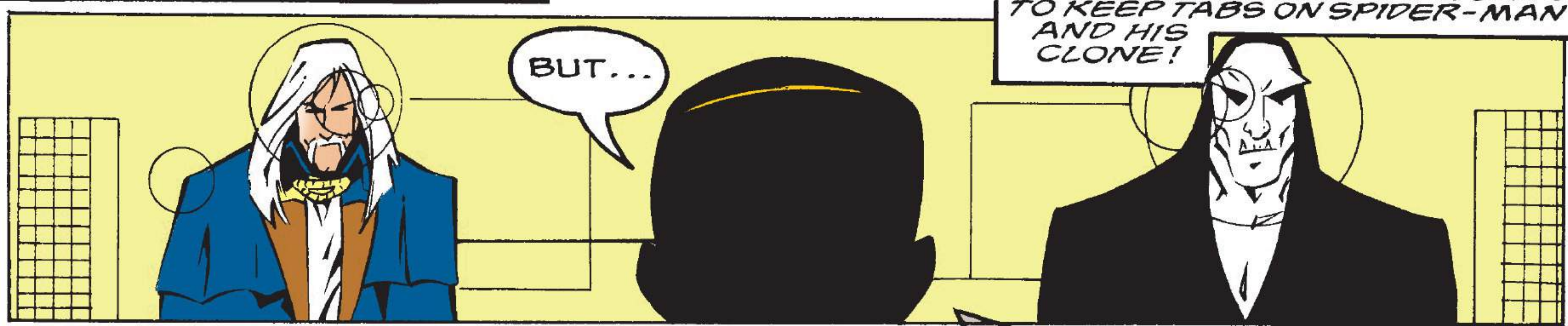
I DON'T THINK I CAN HANDLE THE TRUTH...

*GOT IT! STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE! SORRY, BACK TO THE STORY NOW... RALF.



YOU FOOL. I'VE BEEN MANIPULATING ALL OF YOU FOR YEARS! IT WAS I WHO INFILTRATED YOUR TESTING EQUIPMENT SO IT WOULD READ PARKER AS A CLONE AND REILLY AS THE ORIGINAL!

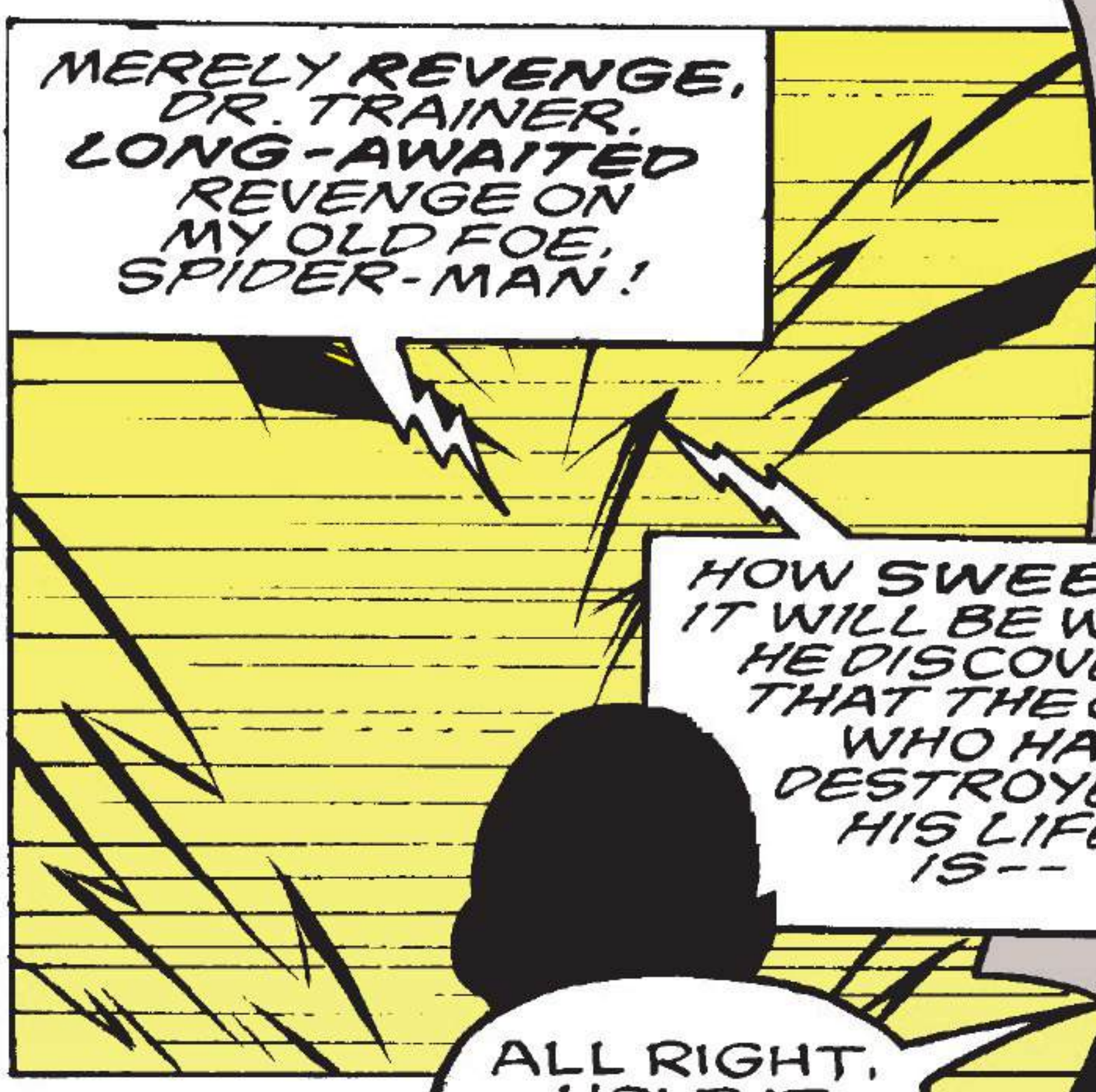
I CREATED THE BEINGS YOU KNOW AS TRAVELLER AND SCRIER... ADVANCED VIRTUAL REALITY HOLOGRAMS DESIGNED TO KEEP TABS ON SPIDER-MAN AND HIS CLONE!



BUT...



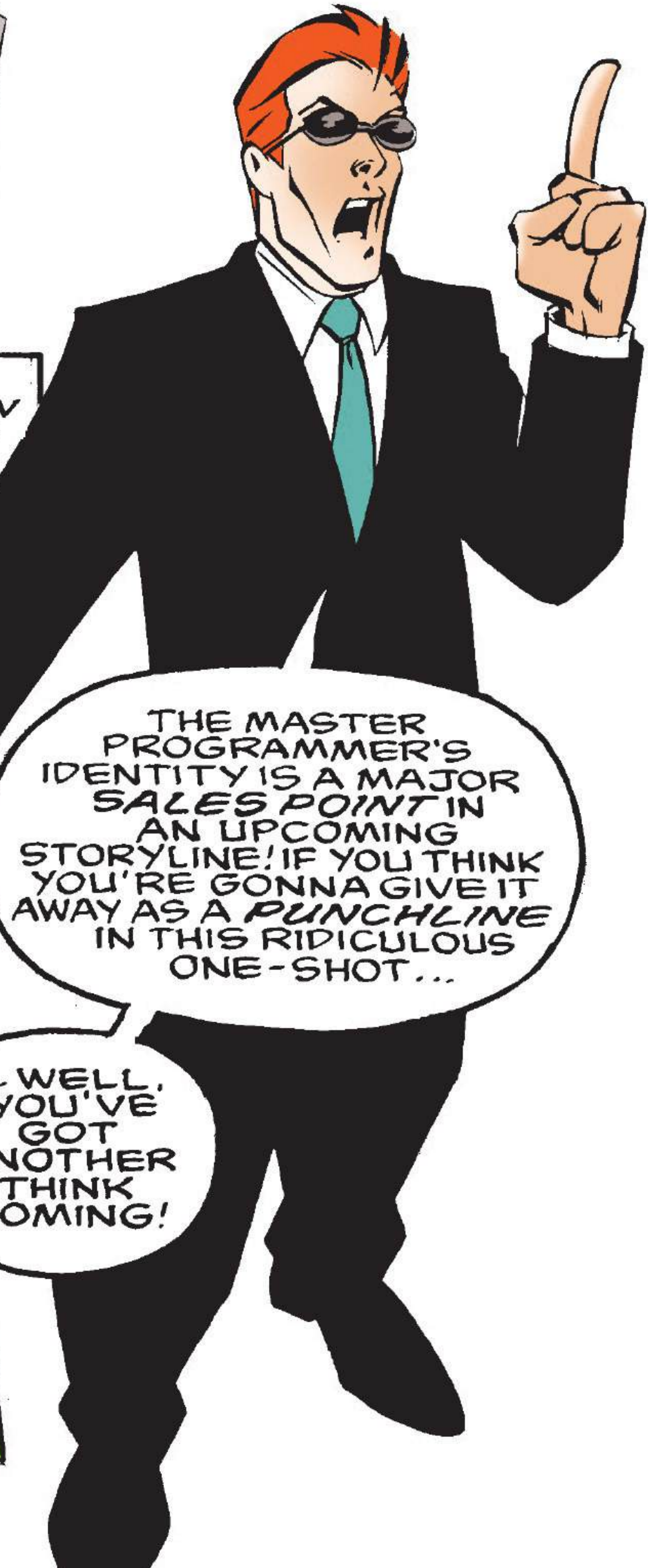
...WHY?! WHAT DO YOU HAVE TO GAIN BY ALL THIS???



MERELY REVENGE, DR. TRAINER. LONG-AWAITED REVENGE ON MY OLD FOE, SPIDER-MAN!

HOW SWEET IT WILL BE WHEN HE DISCOVERS THAT THE ONE WHO HAS DESTROYED HIS LIFE IS--

ALL RIGHT, HOLD IT RIGHT THERE, MACCHIO!



THE MASTER PROGRAMMER'S IDENTITY IS A MAJOR SALES POINT IN AN UPCOMING STORYLINE! IF YOU THINK YOU'RE GONNA GIVE IT AWAY AS A PUNCHLINE IN THIS RIDICULOUS ONE-SHOT...

...WELL, YOU'VE GOT ANOTHER THINK COMING!



"THERE'LL BE A BUTT-LOAD OF SENTINELS STOMPING THROUGH THE STREETS OF MANHATTAN..."

BY ORDER OF ONSLAUGHT, THIS CITY IS UNDER MARTIAL LAW. HUMANS DEFYING THIS ORDER WILL BE EXTERMINATED.

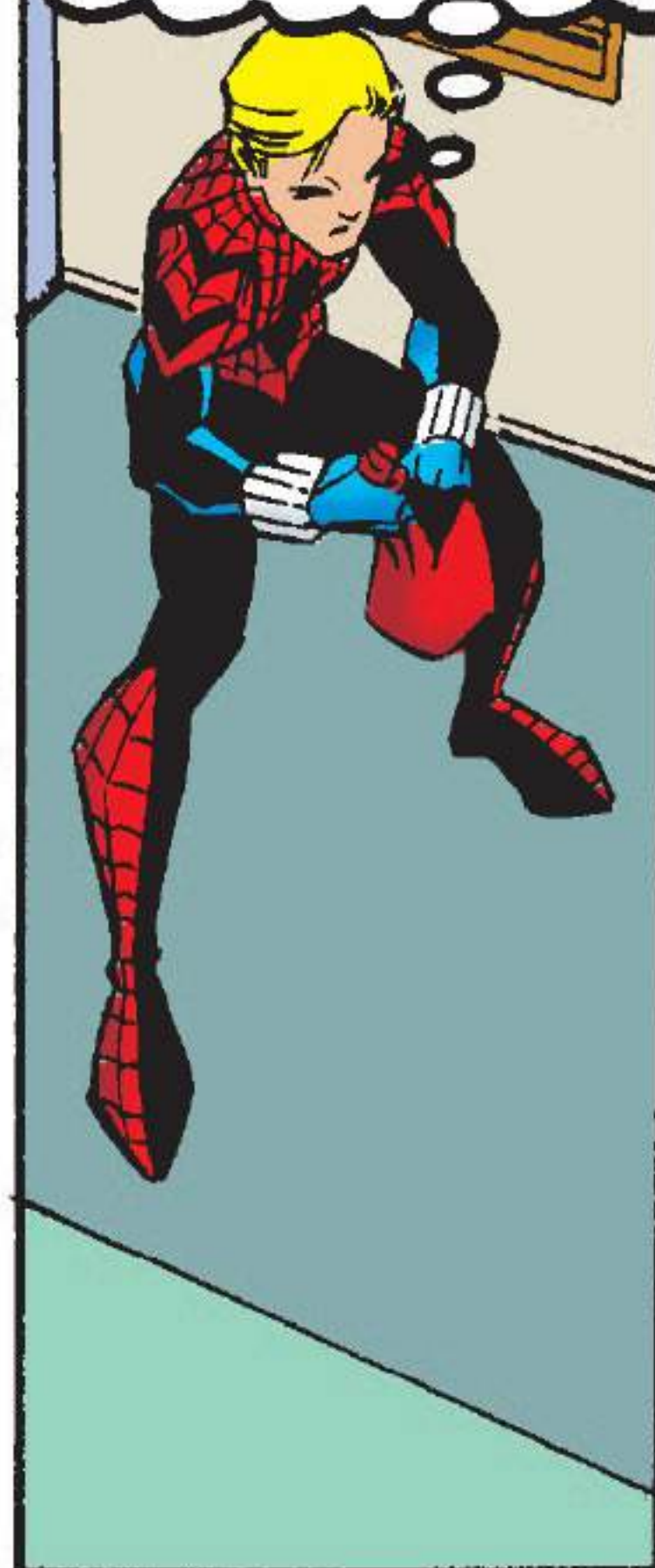
THOSE GIANT ROBOTS ARE TERRORIZING THE WHOLE CITY! EVERYTHING'S IN CHAOS! PEOPLE ARE PANICKING!

I'M JUST ONE MAN WITH SPIDER-POWERS...

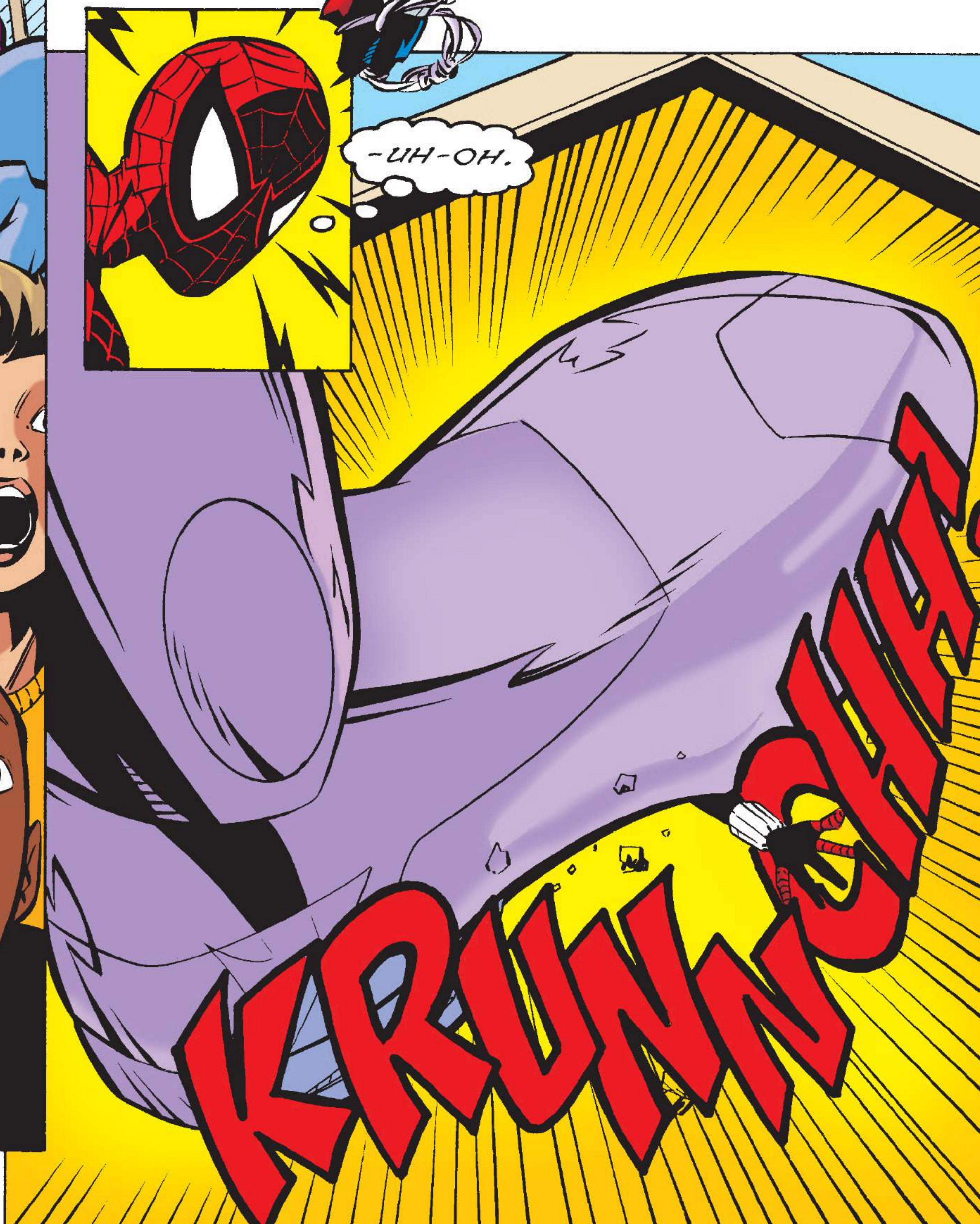
...BUT IT'S TIME TO PROVE THAT ONE MAN CAN MAKE A DIFFERENCE...

...EVEN AGAINST A THREAT AS MAJOR AS THIS!

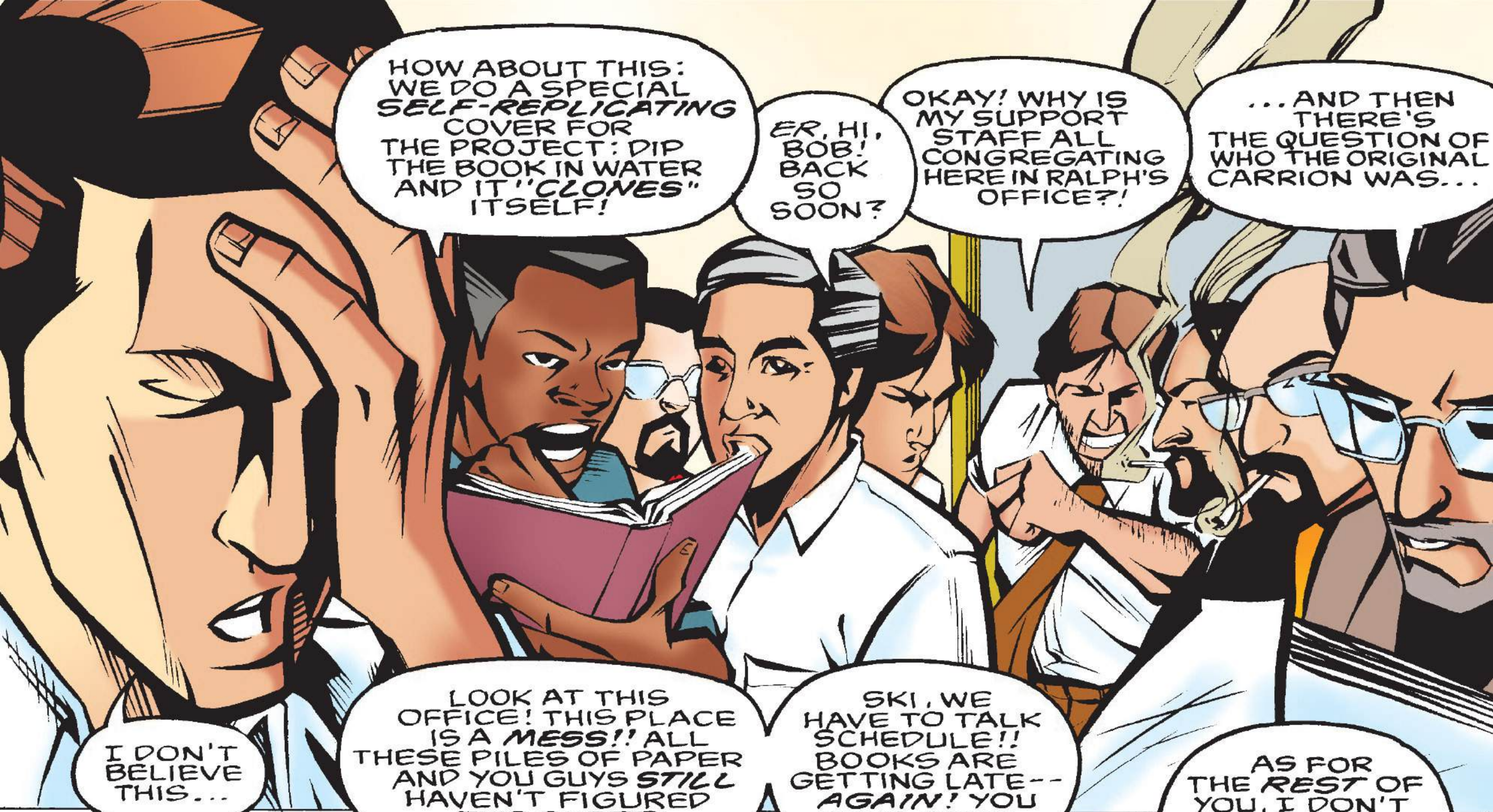
SO LOOK OUT, YOU STEEL-PLATED STIFFS - THIS IS STILL SPIDER-MAN'S CITY, AND YOU'RE TRAMPLING IT OVER MY DEAD--



-UH-OH.







HOW ABOUT THIS:
WE DO A SPECIAL
SELF-REPLICATING
COVER FOR
THE PROJECT: DIP
THE BOOK IN WATER
AND IT "**CLONES**"
ITSELF!

ER, HI,
BOB!
BACK
SO
SOON?

OKAY! WHY IS
MY SUPPORT
STAFF ALL
CONGREGATING
HERE IN RALPH'S
OFFICE?!

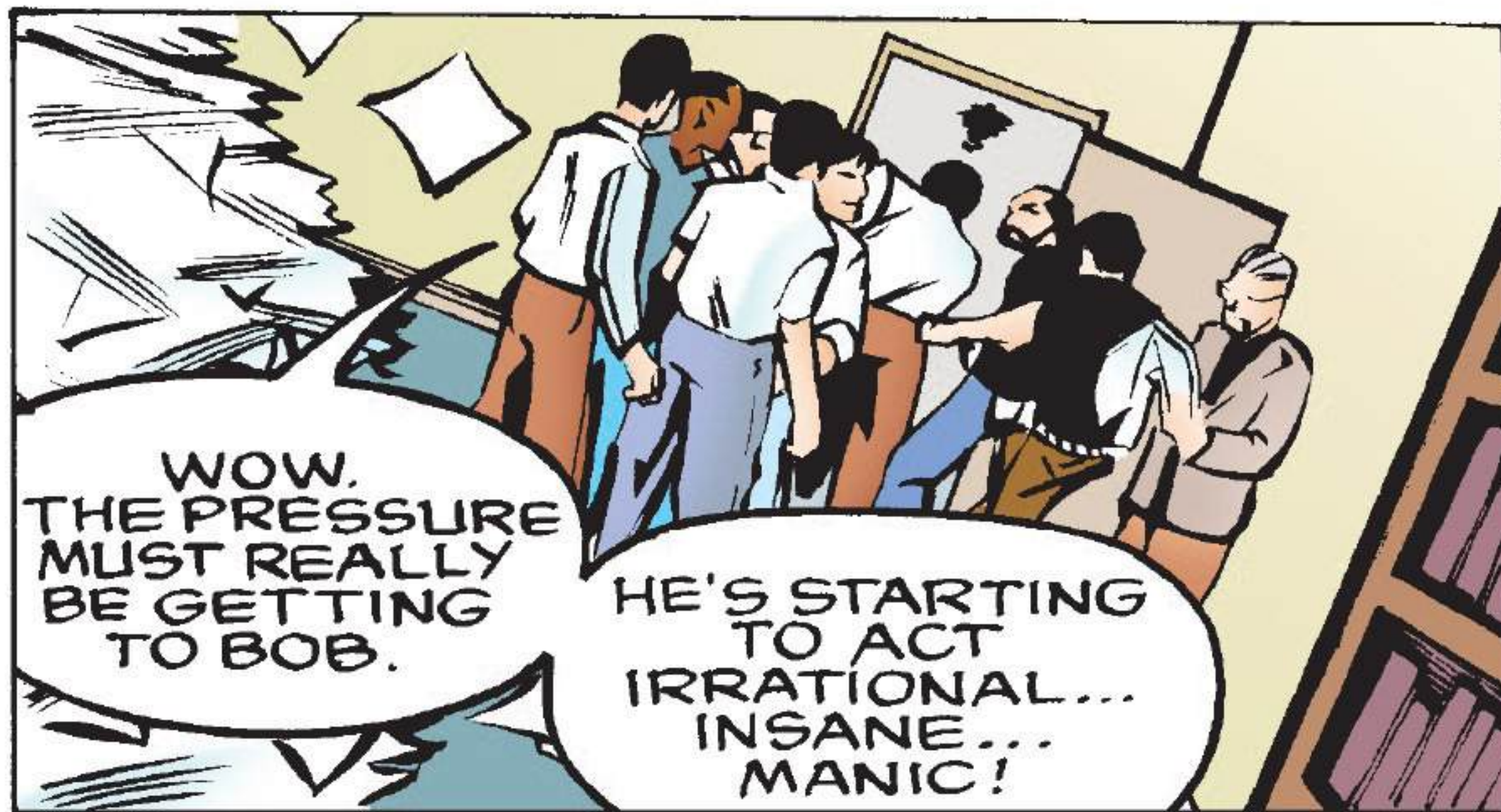
...AND THEN
THERE'S
THE QUESTION OF
WHO THE ORIGINAL
CARRION WAS...

I DON'T
BELIEVE
THIS...

LOOK AT THIS
OFFICE! THIS PLACE
IS A **MESS!**! ALL
THESE PILES OF PAPER
AND YOU GUYS **STILL**
HAVEN'T FIGURED
THIS OUT??!

SKI, WE
HAVE TO TALK
SCHEDULE!!
BOOKS ARE
GETTING LATE--
AGAIN! YOU
GUYS COME
WITH ME!

AS FOR
THE REST OF
YOU, I DON'T
CARE IF YOU
DROWN IN
PAPER, AS
LONG AS YOU
RESOLVE THIS
STORYLINE
TODAY!!



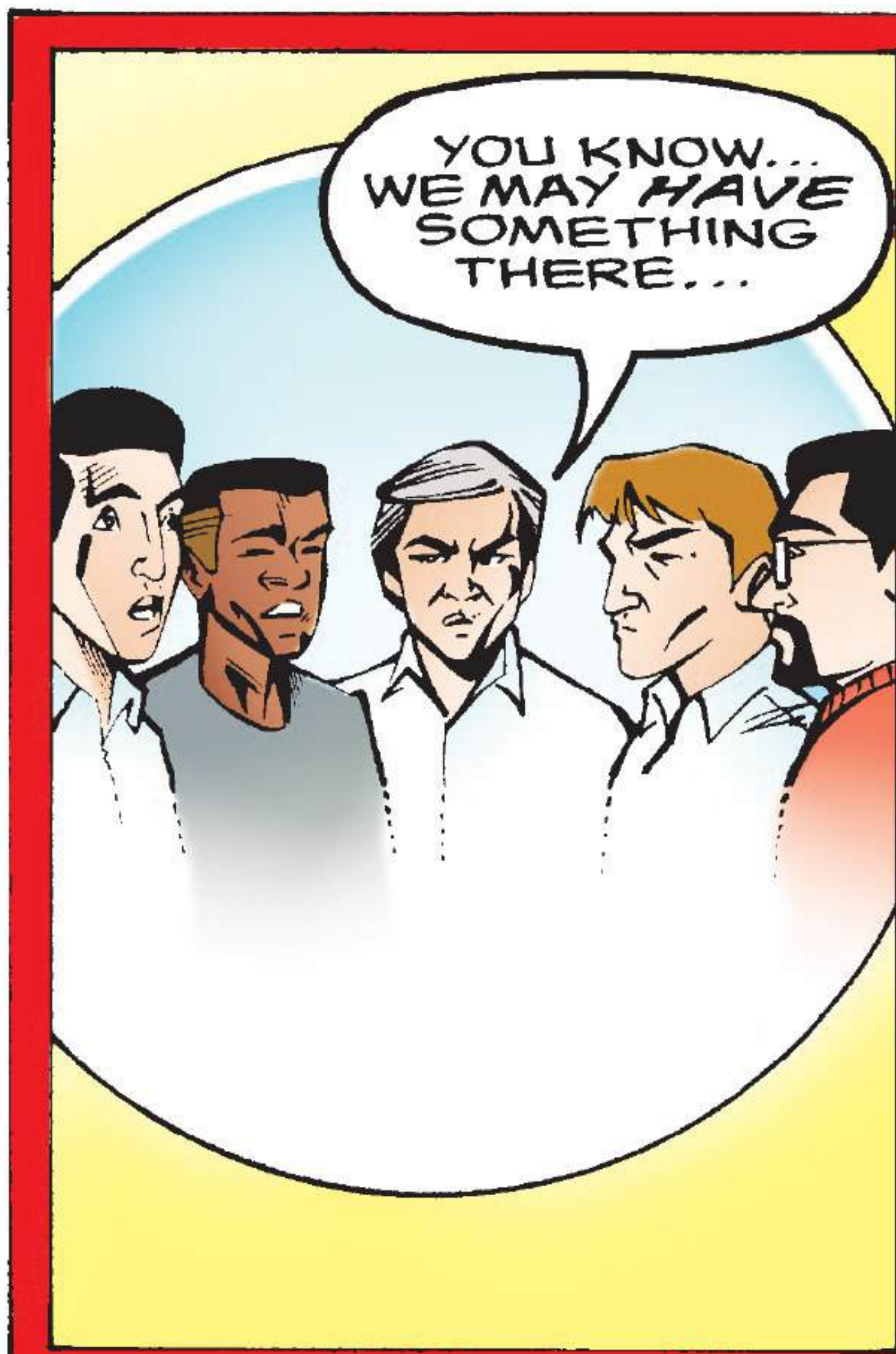
WOW.
THE PRESSURE
MUST REALLY
BE GETTING
TO BOB.

HE'S STARTING
TO ACT
IRRATIONAL...
INSANE...
MANIC!



...ALMOST
LIKE...

...THE GREEN GOBLIN?



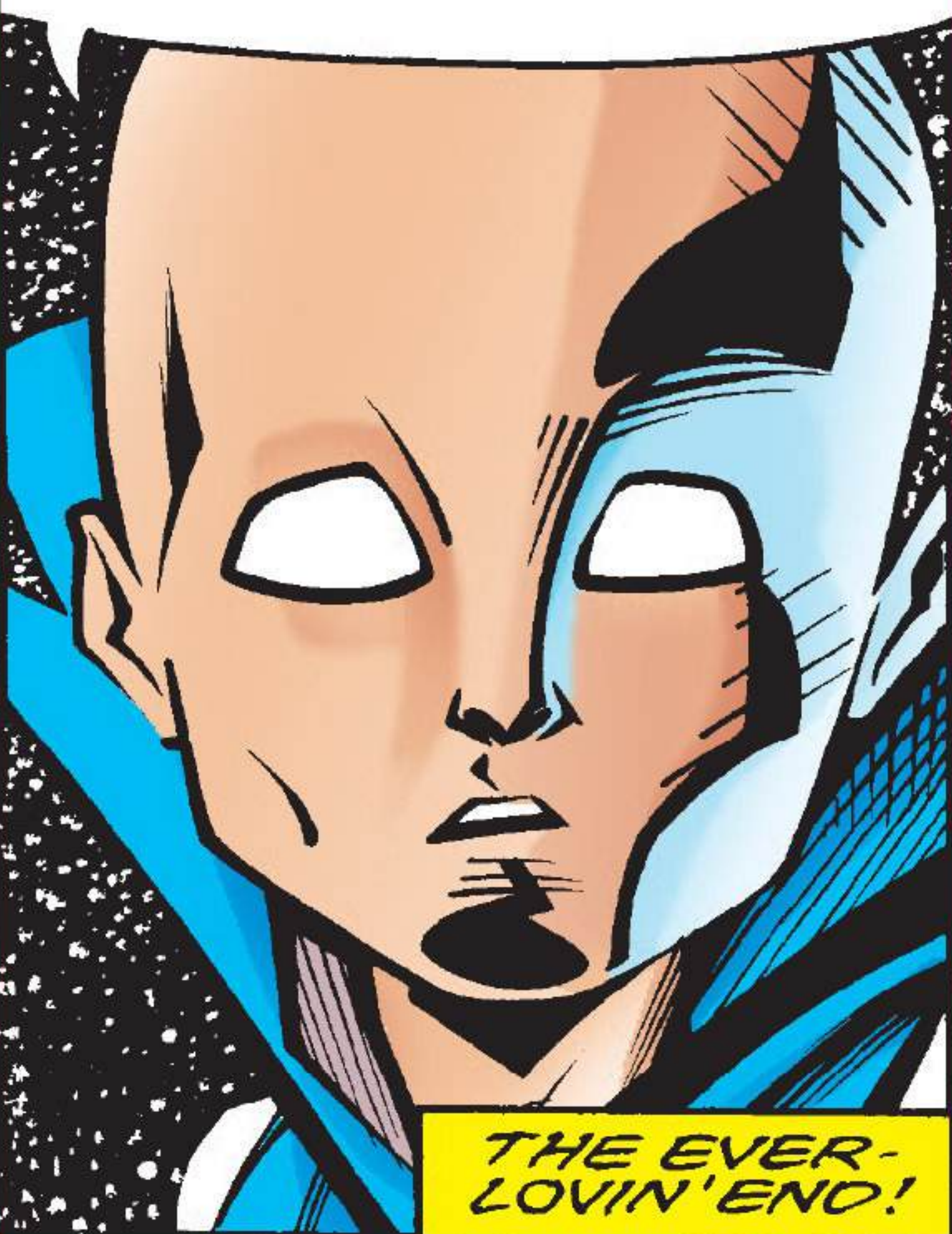
YOU KNOW...
WE MAY **HAVE**
SOMETHING
THERE...

GREETINGS, I AM
UATU. AND I
DECLARE THAT
NEVER IN ALL
MY CENTURIES
OF OBSERVING
THE
MULTIVERSE...

...HAVE
I WITNESSED
ALTERNATE
REALITIES
SUCH AS
THESE!

NOT EVEN THAT TIME I
SNIFFED BADOONIAN GLUE
BACK ON ALDEBARAN-4.

IT JUST GOES TO SHOW...
SOMETIMES EVEN
THE **WATCHER** WOULD DO
WELL TO AVERT HIS GAZE!



**THE EVER-
LOVIN' END!**

THE RETURN OF THE ONE TRUE SPIDER-MAN



The four-part story of "Revelations" begins in
SPECTACULAR SPIDER-MAN #240, continues through
SENSATIONAL SPIDER-MAN #11 and
AMAZING SPIDER-MAN #418, and comes to its shocking
conclusion in SPIDER-MAN #75!

"THE RETURN OF THE ONE TRUE SPIDER-MAN" HOUSE AD

APPROVED
BY THE
COMICS
CODE
AUTHORITY

REVELATIONS *PART 1 of 4*

The SPECTACULAR

SPIDER-MAN

MARVEL
COMICS



SPIDER-MAN

NOV. '96

240



SPECTACULAR SPIDER-MAN #240 HALLOWEEN VARIANT COVER BY LUKE ROSS

Who is Carrion? What is this malevolent entity which has again returned from beyond the grave to threaten the amazing Spider-Man? And how does Carrion's secret connect to another of the wall-crawler's foes—one he thought long dead? The quest for the truth will lead the web-slinger on a world-spanning journey of discovery. But Carrion holds all the cards...and it's a dead man's hand!

SPIDER-MAN: DEAD MAN'S HAND

APPROVED
BY THE
COMICS
CODE
AUTHORITY



MARVEL
COMICS



SPIDER-MAN[®] APR '97
1

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN IN:

DEAD MAN'S HAND

ROGER STERN
Plot

JOE EDKIN
Script

DARICK ROBERTSON &
DAN LAWLIS Pencilers

KEITH AIKEN
Inker

CHRISTIE SCHEELE &
IAN LAUGHLIN
Colors

RICHARD STARKINGS &
COMICRAFT/EM-AD
Letters

GLENN
GREENBERG
Assistant
Editor

TOM
BREVOORT
Editor

BOB
HARRAS
Chief

BETHESDA,
MARYLAND.

S.H.I.E.L.D.'s
EMERGENCY BIO-
HAZARD FACILITY.

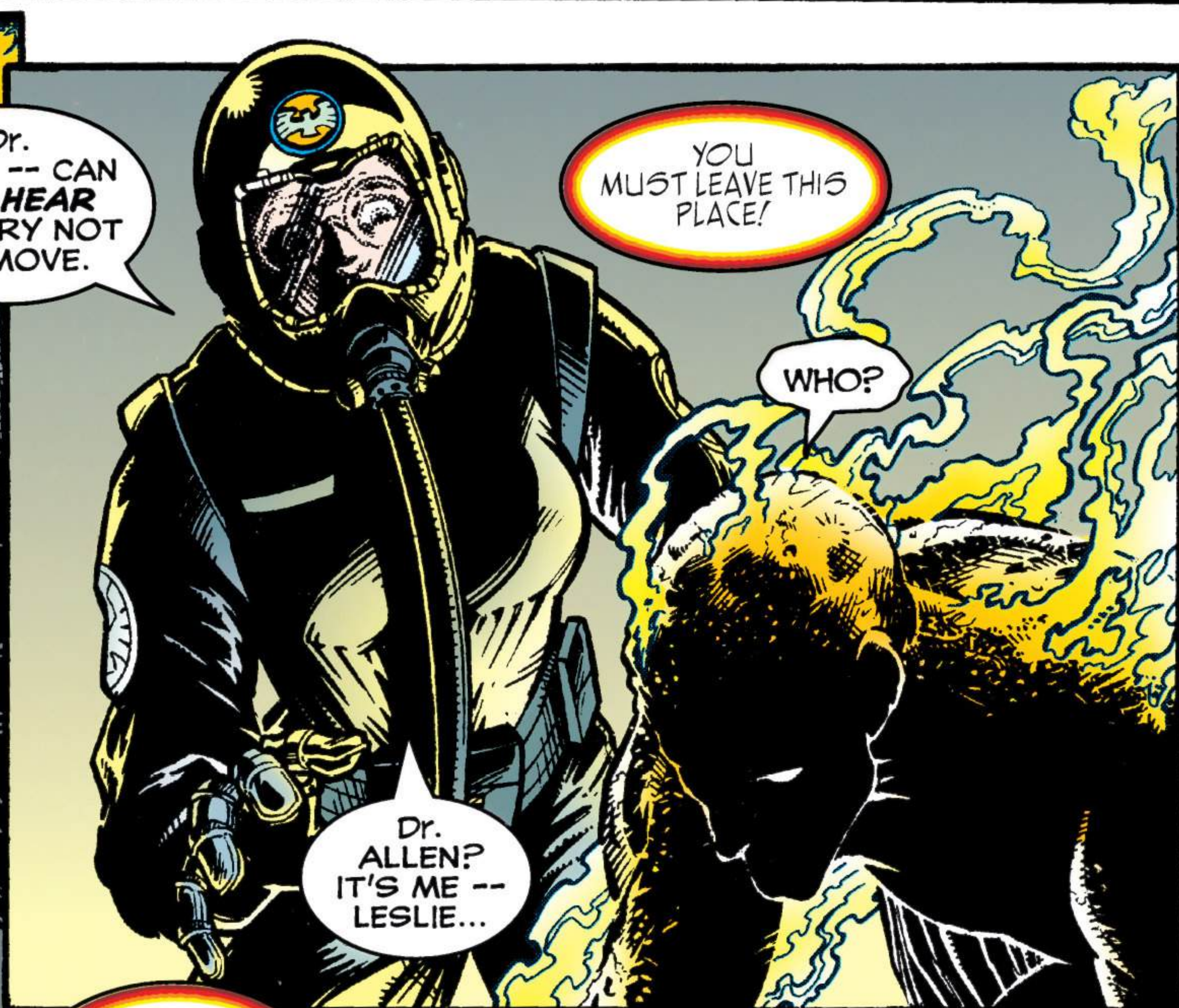
OMIGOD!

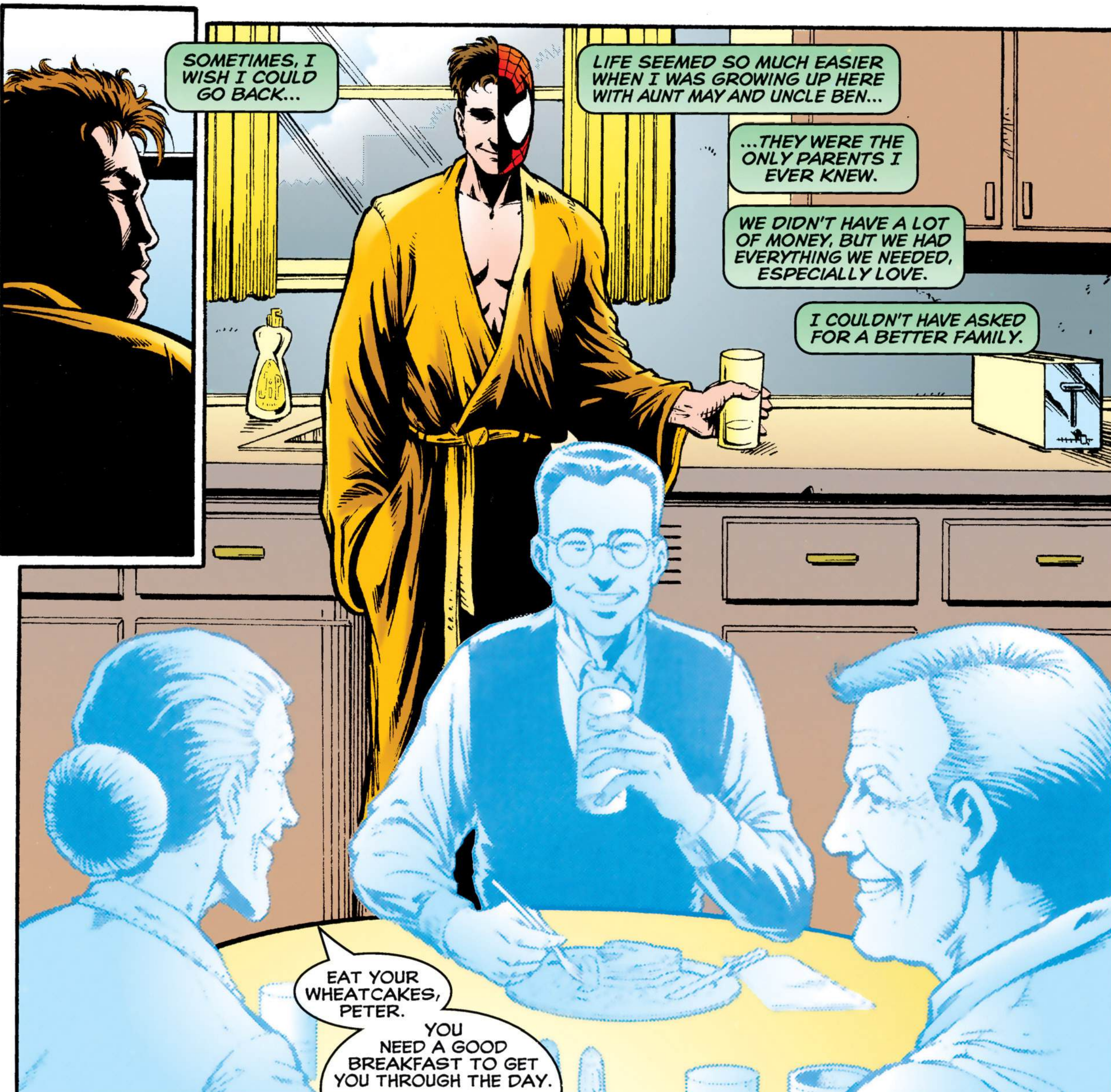
DOCTOR
ALLEN!

CHAPTER ONE
**ACES &
EIGHTS**

The Strategic Hazard
Intervention Espionage and
Logistics Directorate. --Tom.

BANK





SOMETIMES, I
WISH I COULD
GO BACK...

LIFE SEEMED SO MUCH EASIER
WHEN I WAS GROWING UP HERE
WITH AUNT MAY AND UNCLE BEN...

...THEY WERE THE
ONLY PARENTS I
EVER KNEW.

WE DIDN'T HAVE A LOT
OF MONEY, BUT WE HAD
EVERYTHING WE NEEDED,
ESPECIALLY LOVE.

I COULDN'T HAVE ASKED
FOR A BETTER FAMILY.

EAT YOUR
WHEATCAKES,
PETER.

YOU
NEED A GOOD
BREAKFAST TO GET
YOU THROUGH THE DAY.



I NEVER HAD MUCH OF A SOCIAL
LIFE WHEN I WAS IN JUNIOR
HIGH OR HIGH SCHOOL.

...THAT DAY WHEN I
WAS BITTEN BY AN
IRRADIATED SPIDER.

IT'S A WONDER
THAT ITS BITE
DIDN'T KILL ME...



BUT I WAS HAPPY
ENOUGH. I HAD
MY STUDIES AND
MY FAMILY.

EVERYTHING CHANGED THAT
DAY I WENT TO AN EXHIBIT
AT THE SCIENCE HALL...

INSTEAD, THROUGH A BIZARRE TWIST OF FATE, THE BITE AFFECTED ME GENETICALLY AND TURNED ME INTO...

... A SPIDER-MAN.

...I MADE MYSELF A COUPLE OF WEB-SHOOTERS AND A COSTUME, AND WENT ON TV HOPING TO BECOME A CELEBRITY. THAT'S WHERE THE BIG BUCKS WERE...

TONIGHT'S SPECIAL GUEST IS A STUPID PET TRICK AND STUPID HUMAN TRICK. ALL ROLLED INTO ONE!

PLEASE WELCOME THE ASTONISHING ARACHNID.

THAT'S "THE AMAZING SPIDER-MAN."

SO TELL ME, SPIDER-GUY...

...DOES YOUR MOTHER KNOW YOU GO ON TV IN YOUR PAJAMAS?

I DEVELOPED THE PROPORTIONATE STRENGTH AND AGILITY OF A SPIDER, COULD STICK TO WALLS, AND WAS ABLE TO SENSE WHEN DANGER WAS NEARBY -- SO I DID WHAT ANY KID WOULD DO...

ALL I WANTED TO DO WAS MAKE ENOUGH MONEY TO GIVE AUNT MAY AND UNCLE BEN THE LIFE OF LEISURE THEY DESERVED... AND MAYBE HAVE ENOUGH LEFT OVER TO PAY FOR MY COLLEGE TUITION.

I WAS SO CAUGHT UP IN MY OWN PLANS THAT I WASN'T THINKING ABOUT ANYONE ELSE...

AS I LEFT THE STUDIO ONE NIGHT, I LET A THIEF RUN RIGHT PAST ME.

WITH MY SPEED AND REFLEXES, I COULD HAVE STOPPED HIM EASILY. BUT I DIDN'T. I DIDN'T THINK HE WAS MY PROBLEM.

WHAT I WOULDN'T GIVE TO TAKE BACK THAT NIGHT!

ABOUT A WEEK LATER, A BURGLAR BROKE INTO OUR HOUSE WHILE I WAS OUT PLAYING CELEBRITY.

UNCLE BEN SURPRISED HIM...AND WAS KILLED.

I WENT A LITTLE NUTS WHEN I FOUND OUT. I PUT MY SPIDER-MAN SUIT ON AND TRACKED THE CREEP DOWN...

I WASN'T INTERESTED IN BEING A HERO. I JUST WANTED HIM TO PAY FOR WHAT HE'D DONE TO MY UNCLE BEN.

IT'S YOU!

IT TURNED OUT IT WAS THE SAME GUY I COULD HAVE STOPPED AT THE TV STUDIO, BUT DIDN'T!

UNCLE BEN WAS DEAD, AND IT WAS ALL MY FAULT!



HAVE A GOOD DAY AT SCHOOL, PETEY.

I TRIED TO MAINTAIN AS NORMAL A LIFE AS I COULD AFTER THAT, BUT IT WASN'T EASY...

UNCLE BEN'S DEATH TAUGHT ME THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.

I COULDN'T HAVE THESE INCREDIBLE POWERS AND NOT USE THEM TO HELP PEOPLE, SO I BECAME A COSTUMED HERO.



THAT DECISION CHANGED MY LIFE FOREVER...



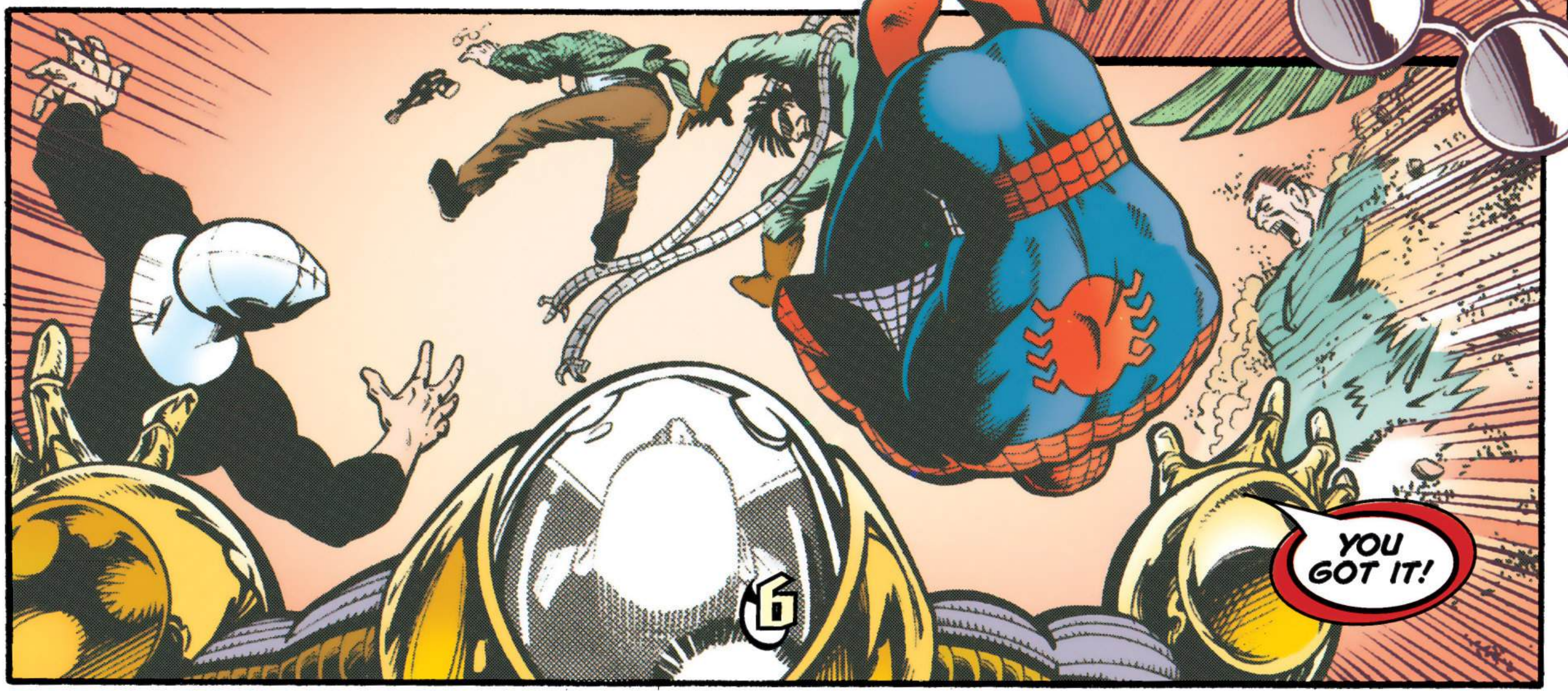
SOME PEOPLE SAY YOU CAN JUDGE A MAN BY THE ENEMIES HE'S MADE.

I'VE MADE SOME DOOZIES...

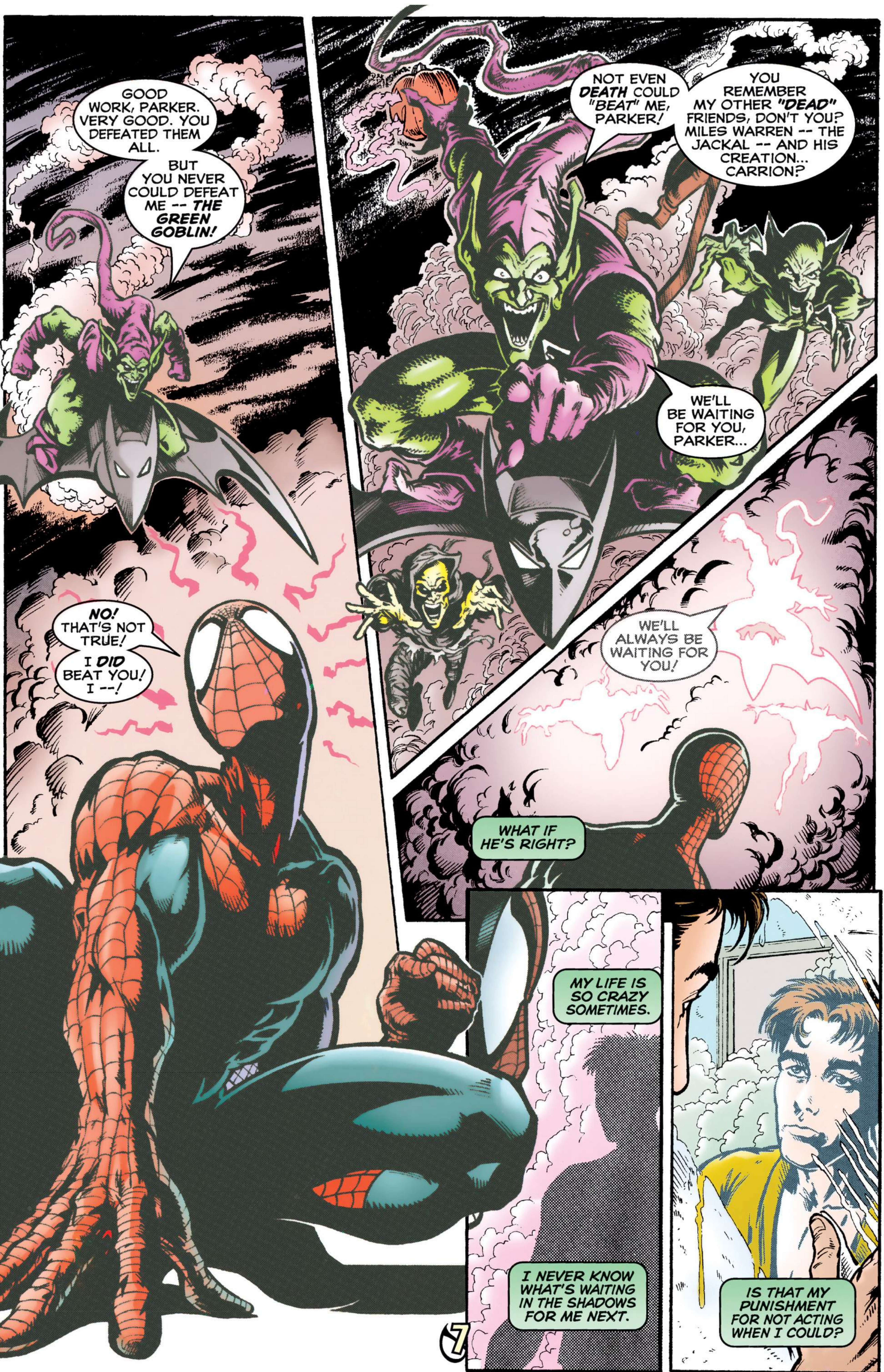
TIME TO COME OUT AND PLAY, PETEY!



YOU WANT A PIECE OF ME?



YOU GOT IT!



GOOD
WORK, PARKER.
VERY GOOD. YOU
DEFEATED THEM
ALL.

BUT
YOU NEVER
COULD DEFEAT
ME -- **THE
GREEN
GOBLIN!**

**NO!
THAT'S NOT
TRUE!
I *DID*
BEAT YOU!
I --!**

NOT EVEN
DEATH COULD
"BEAT" ME,
PARKER!

YOU
REMEMBER
MY OTHER "**DEAD**"
FRIENDS, DON'T YOU?
MILES WARREN -- THE
JACKAL -- AND HIS
CREATION...
CARRION?

WE'LL
BE WAITING
FOR YOU,
PARKER...

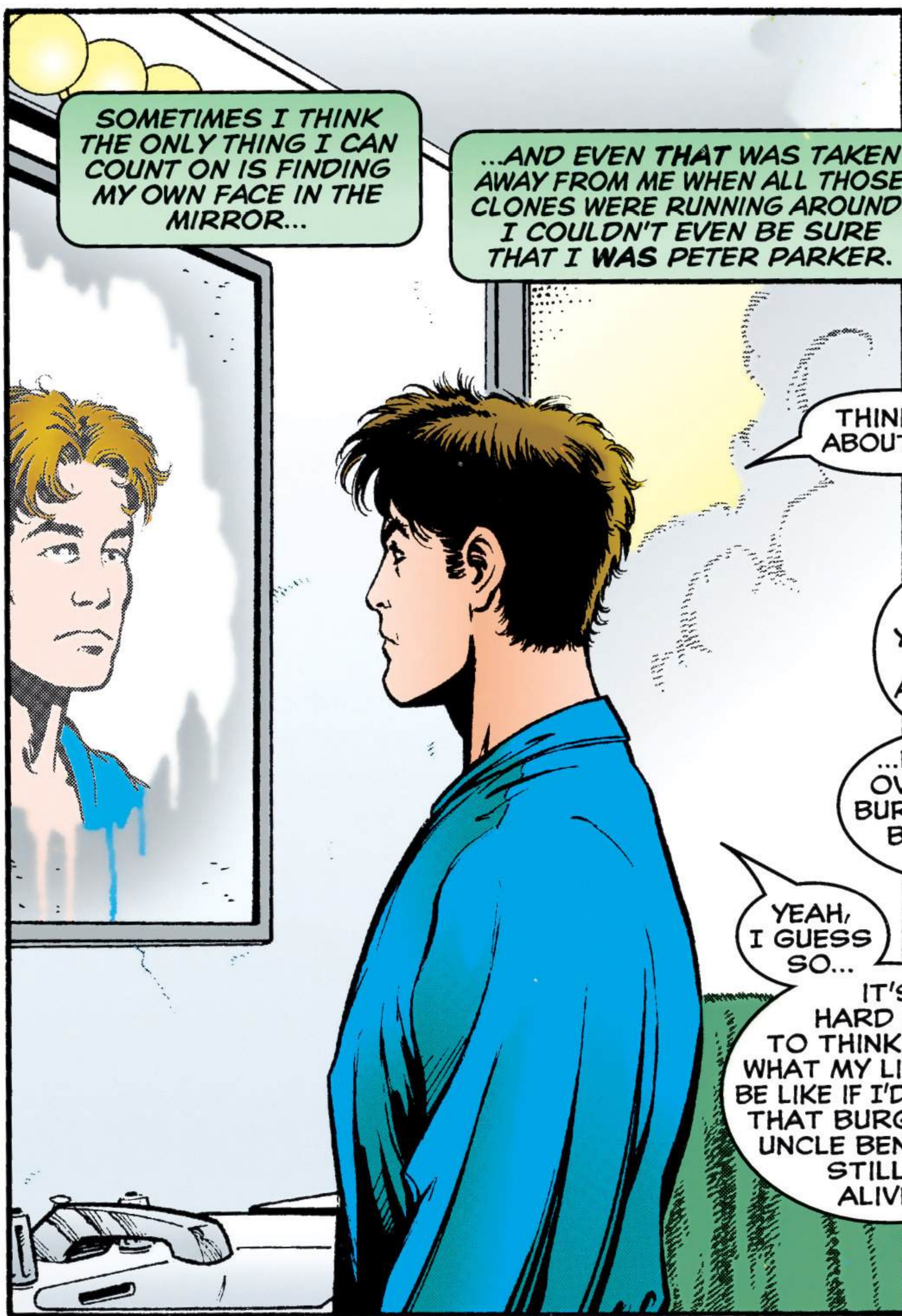
WE'LL
ALWAYS BE
WAITING FOR
YOU!

WHAT IF
HE'S RIGHT?

MY LIFE IS
SO CRAZY
SOMETIMES.

I NEVER KNOW
WHAT'S WAITING
IN THE SHADOWS
FOR ME NEXT.

IS THAT MY
PUNISHMENT
FOR NOT ACTING
WHEN I COULD?



SOMETIMES I THINK THE ONLY THING I CAN COUNT ON IS FINDING MY OWN FACE IN THE MIRROR...

...AND EVEN THAT WAS TAKEN AWAY FROM ME WHEN ALL THOSE CLONES WERE RUNNING AROUND. I COULDN'T EVEN BE SURE THAT I WAS PETER PARKER.

HEY, TIGER! WHATCHA DOIN'?

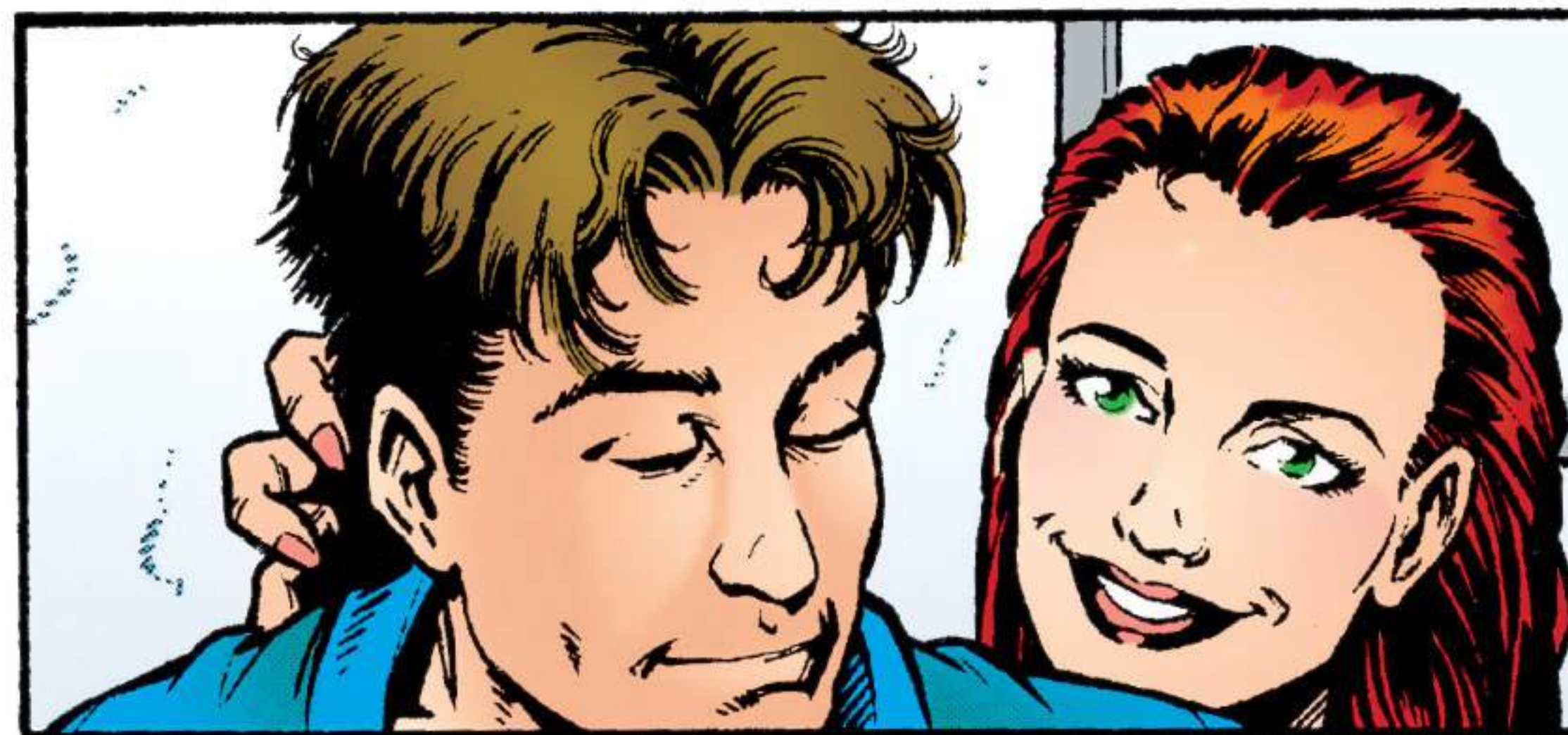
THINKING ABOUT LIFE.

YOU'VE BEEN DOING YOUR *HAMLET* IMPRESSION AGAIN, HAVEN'T YOU...

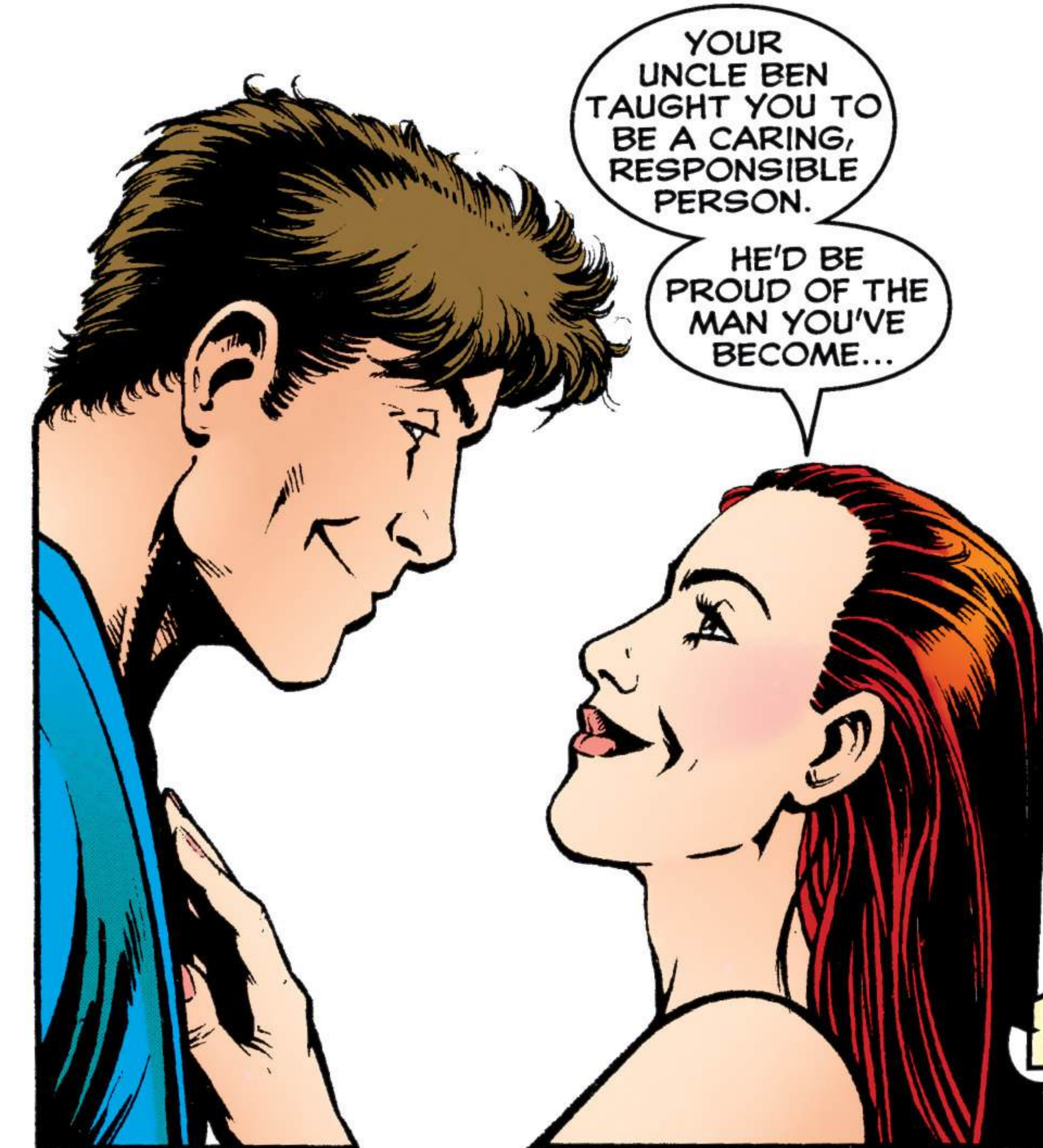
...BROODING OVER WHAT A BURDEN IT IS TO BE SPIDER-MAN?

YEAH, I GUESS SO...

IT'S HARD NOT TO THINK ABOUT WHAT MY LIFE WOULD BE LIKE IF I'D STOPPED THAT BURGLAR. MY UNCLE BEN WOULD STILL BE ALIVE...

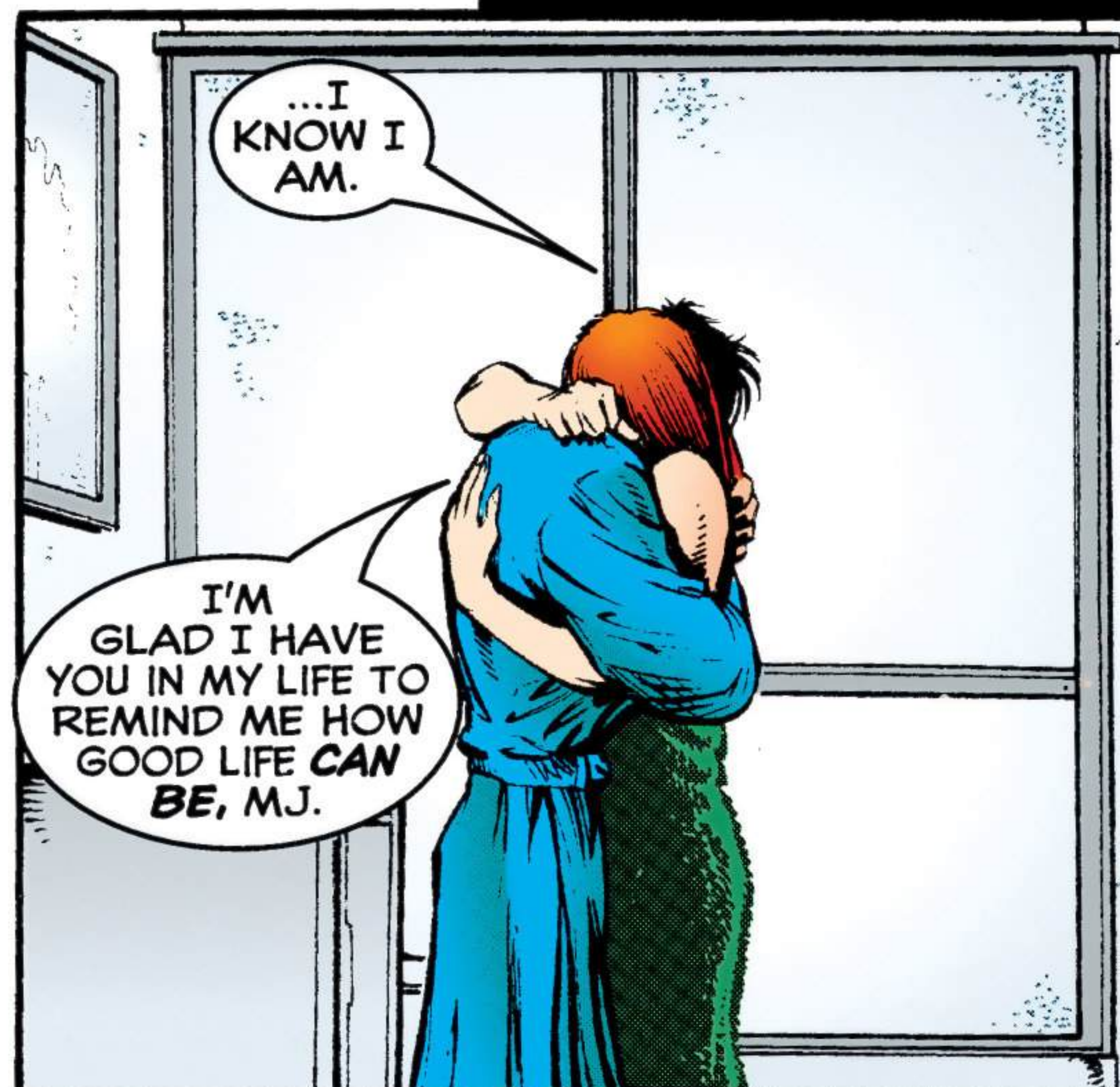


SWEETHEART, YOU HAVE TO HAVE FAITH THAT THINGS HAPPEN **FOR A REASON.**



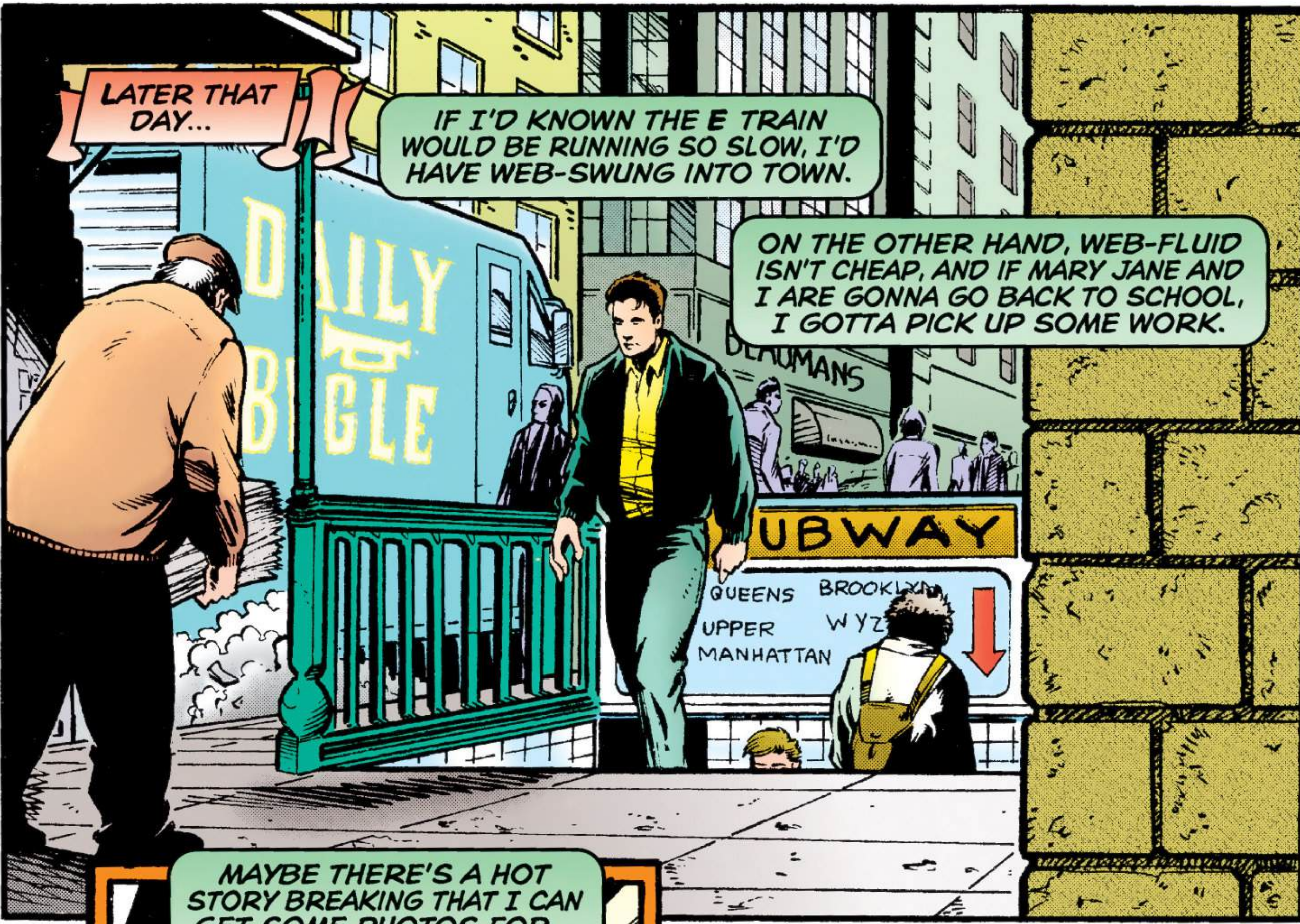
YOUR UNCLE BEN TAUGHT YOU TO BE A CARING, RESPONSIBLE PERSON.

HE'D BE PROUD OF THE MAN YOU'VE BECOME...



...I KNOW I AM.

I'M GLAD I HAVE YOU IN MY LIFE TO REMIND ME HOW GOOD LIFE **CAN BE**, M.J.



LATER THAT DAY...

IF I'D KNOWN THE E TRAIN WOULD BE RUNNING SO SLOW, I'D HAVE WEB-SWUNG INTO TOWN.

ON THE OTHER HAND, WEB-FLUID ISN'T CHEAP, AND IF MARY JANE AND I ARE GONNA GO BACK TO SCHOOL, I GOTTA PICK UP SOME WORK.

MAYBE THERE'S A HOT STORY BREAKING THAT I CAN GET SOME PHOTOS FOR...

HEY, BUB, YOU GONNA PAY FOR THAT OR WHAT?

DAILY BUGLE
CARRION COPYCAT?

Huh?
Oh, YEAH -- SURE.

CARRION COPYCAT? THAT'S JUST WHAT THE WORLD NEEDS. WONDER WHAT THIS IS ALL ABOUT...

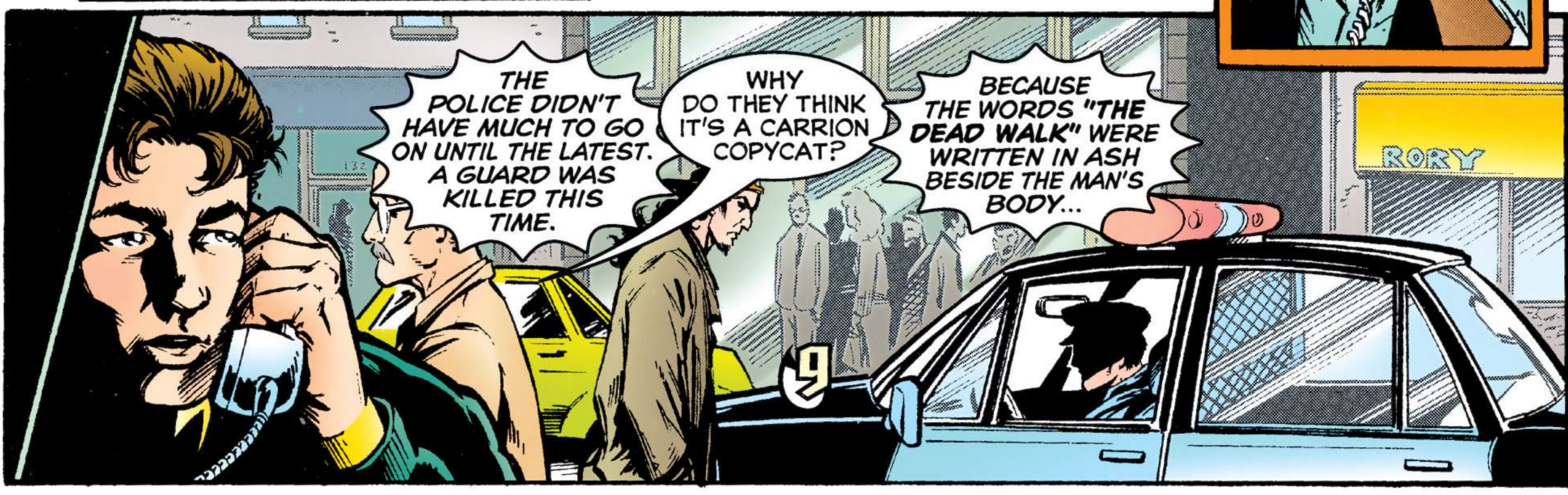
ACCORDING TO THE BUGLE STORY, LAST NIGHT WAS THE LATEST IN A SERIES OF CHEMICAL ROBBERIES... WHY HAVEN'T I HEARD ANYTHING ABOUT THIS BEFORE NOW?

BETTER CALL THE BUGLE AND GET THE DOPE ON THIS FROM...



EDITORIAL.
JOE ROBERTSON...
Oh, HELLO, PETER...

YES, AT LEAST A HALF-DOZEN ROBBERIES IN THE PAST WEEK...



THE POLICE DIDN'T HAVE MUCH TO GO ON UNTIL THE LATEST. A GUARD WAS KILLED THIS TIME.

WHY DO THEY THINK IT'S A CARRION COPYCAT?

BECAUSE THE WORDS "THE DEAD WALK" WERE WRITTEN IN ASH BESIDE THE MAN'S BODY...



"THE DEAD WALK." THAT'S CARRION'S CALLING CARD, ALL RIGHT...

ALL UNITS REPORT TO BROADWAY AND 53RD...
...RIOT IN PROGRESS...

...CARRION BELIEVED TO BE INVOLVED...

MAN, THIS IS TOO WEIRD...

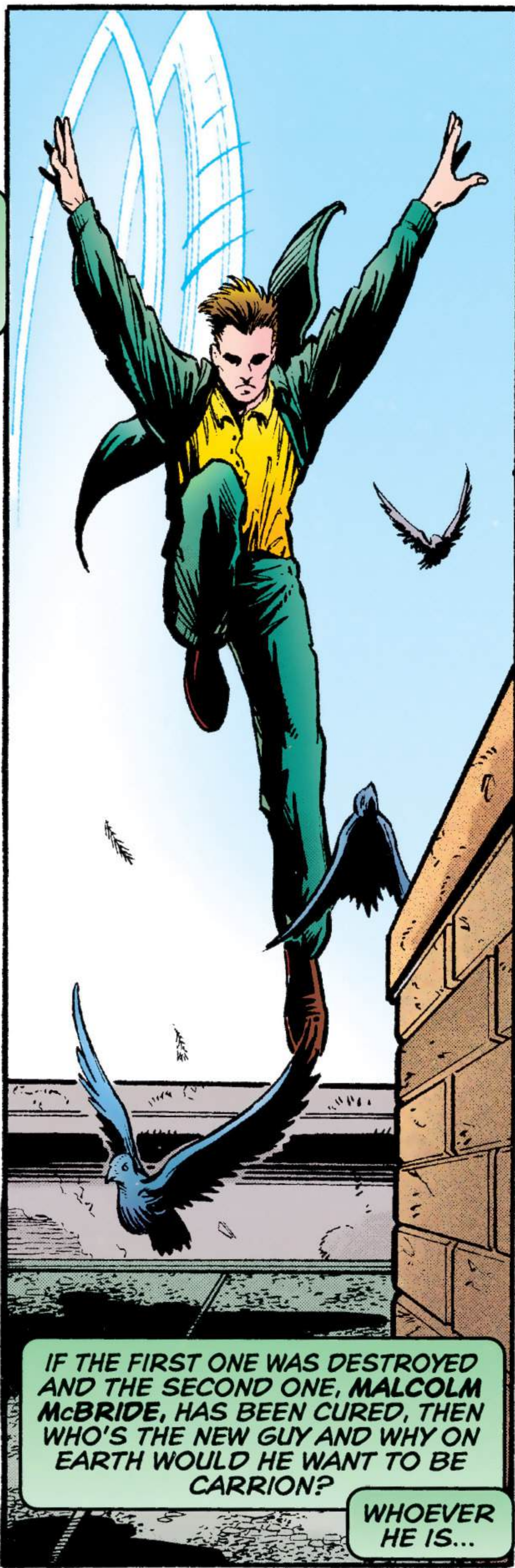


I WAS JUST THINKING ABOUT CARRION THIS MORNING.

ALL RIGHT, THIS MORNING I WAS THINKING ABOUT A LOT OF THE CREEPS I'VE FACED SINCE I BECAME SPIDER-MAN...

...BUT CARRION RATES RIGHT UP THERE AS ONE OF THE CREEPIEST...

... BOTH OF THEM.



IF THE FIRST ONE WAS DESTROYED AND THE SECOND ONE, MALCOLM McBRIDE, HAS BEEN CURED, THEN WHO'S THE NEW GUY AND WHY ON EARTH WOULD HE WANT TO BE CARRION?

WHOEVER HE IS...



...I'M NOT ABOUT TO LET HIM GET AWAY WITH STARTING A RIOT...



...NOT IN MY TOWN.



ONCE MY STREET CLOTHES ARE SAFELY WEBBED OUT OF SIGHT UNDER THIS CORNICE...

...SPIDER-MAN
IS READY TO
ROLL!

THE QUESTION
IS -- INTO WHAT?

MAN, I WONDER IF I'LL
EVER SORT OUT ALL THE
LOOSE ENDS FROM THAT
CLONE FIASCO MILES
WARREN STARTED.

WHEN THE FIRST CARRION
SHOWED UP IN MY LIFE,
HE CLAIMED TO BE A
CLONE OF WARREN...

... AND, LIKE WARREN, HE KNEW
THAT PETER PARKER AND SPIDER-
MAN WERE ONE AND THE SAME.

HE VERY NEARLY KILLED
ME, BUT WOUND UP DEAD
HIMSELF.

LATER, I DISCOVERED WARREN'S
JOURNAL, WHICH REVEALED THAT
CARRION WAS ACTUALLY A NORMAL
MAN TRANSFORMED BY A GENETIC
VIRUS...

...THAT WARREN
HAD CREATED AND
LEFT BEHIND.

A SCIENCE STUDENT NAMED
MALCOLM McBRIDE WAS
EXPOSED TO THIS VIRUS.

McBRIDE WAS CURED,
AND SEEMS TO BE
FULLY RECOVERED.

BUT THE RECENT RETURN OF
WARREN -- AND BEN REILLY --
REVEALED THAT WARREN REALLY
HAD CREATED CLONES!

SO THAT LEAVES
THE QUESTION...

...WHO OR WHAT
WAS THE FIRST
CARRION?

Oh,
MAN!

I'VE
GOT **OTHER**
THINGS TO WORRY
ABOUT RIGHT
NOW!

HE BECAME THE SECOND
CARRION, COMPLETE WITH
ALL THE MEMORIES OF THE
ORIGINAL.

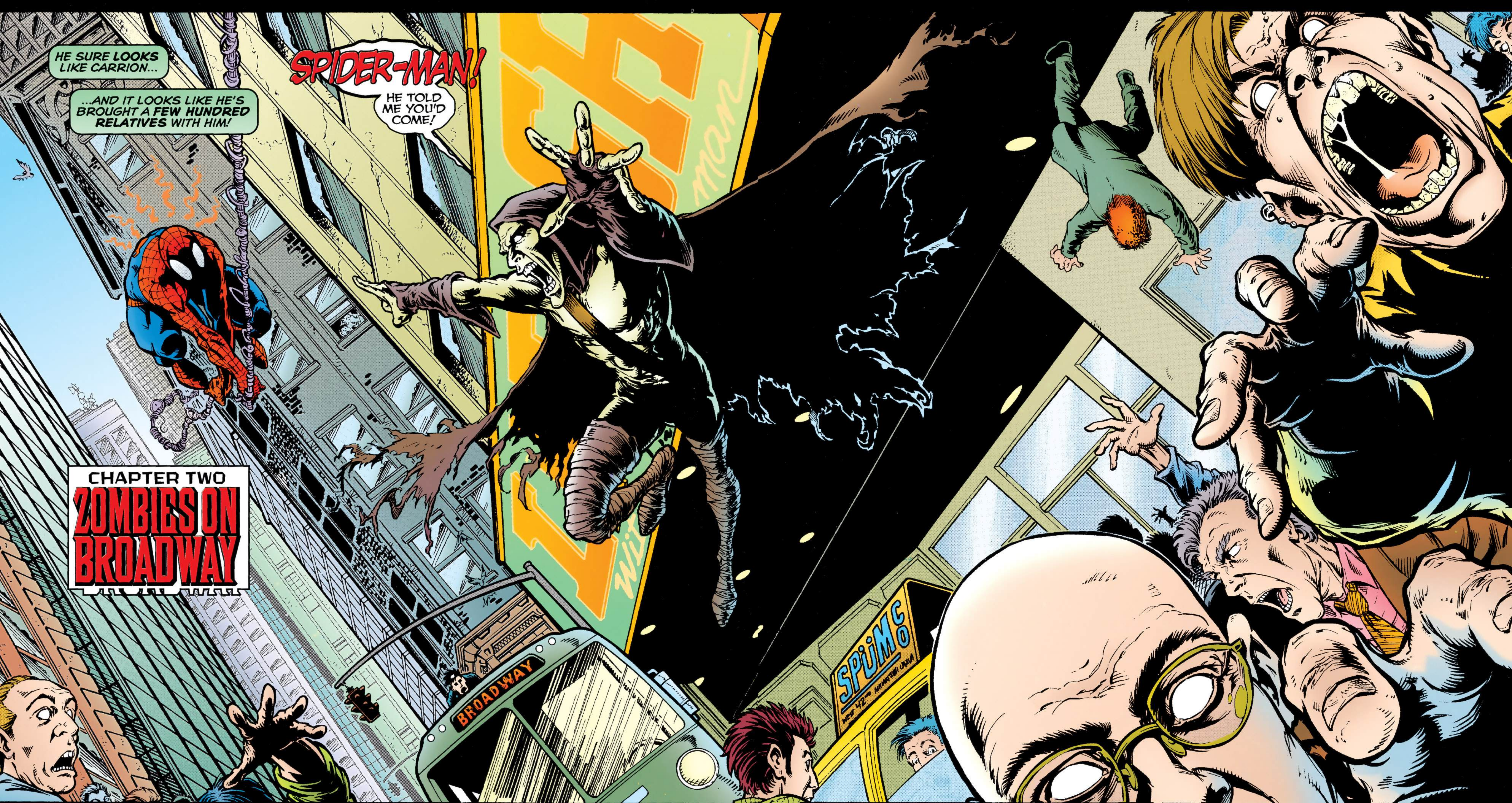
HE SURE LOOKS LIKE CARRION...

...AND IT LOOKS LIKE HE'S BROUGHT A FEW HUNDRED RELATIVES WITH HIM!

SPIDER-MAN!

HE TOLD ME YOU'D COME!

CHAPTER TWO
ZOMBIES ON BROADWAY



I WON'T LET YOU -- OR HIM -- INTERFERE WITH MY PLANS!

OWW!

WHOEVER THIS GUY IS, IT FEELS LIKE HE CAN REPULSE ORGANIC MATTER LIKE HIS PREDECESSORS.

I WONDER WHAT OTHER TRICKS HE'S GOT UP HIS SLEEVE...

GET HIM, MY ZOMBIES.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

WELL, THIS IS NEW AND DIFFERENT...

...AND I CAN'T SAY I LIKE IT...

KILL SPIDER-MAN!

DESTROY SPIDER-MAN.



I
HATE TO SPOIL
YOUR PARTY,
PAL...

...BUT
I SAW **NIGHT
OF THE LIVING
DEAD**. I KNOW WHAT
ZOMBIES DO WHEN
THEY CATCH THE
LIVING...

AND I'M
NOT GONNA STAND
AROUND WAITING
TO BE SOME DEAD
GUY'S LUNCH.



AH,
BUT THEY'RE
NOT DEAD...
...YET.

THEY
ARE SIMPLY
UNDER MY
CONTROL!

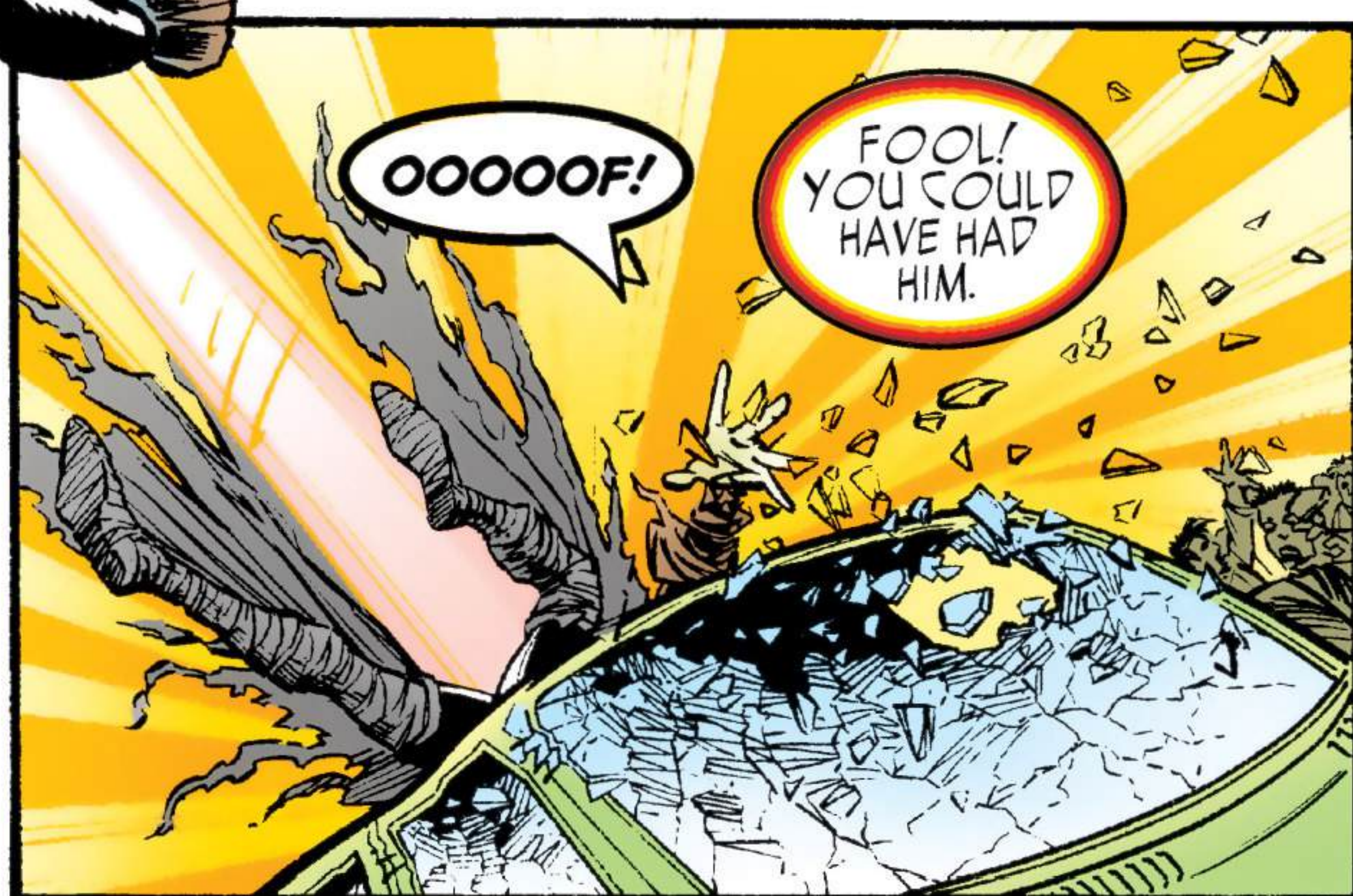
STOP
TALKING!
DESTROY
SPIDER-MAN!
**DESTROY
HIM!**

I
DON'T NEED
MY ZOMBIES
TO DEAL WITH
YOU...

...NOT
WHEN I CAN
KILL YOU WITH
MY LETHAL
TOUCH.



THANKS
FOR THE
WARNING,
BOZO...
...I
WASN'T SURE IF
YOU HAD **THAT
POWER.**



OOOOOF!

FOOL!
YOU COULD
HAVE HAD
HIM.



I'D BETTER PIN HIM
DOWN BEFORE HE
CAN MAKE CONTACT!

THAT MAY BUY
ME SOME TIME...



...TO FIGURE OUT WHAT HIS STORY IS...

YOU HAVE DISAPPOINTED ME, ALLEN. I GAVE YOU THE SECRETS OF THE CARRION VIRUS, AND YOU WASTE THEM ON YOUR PETTY SCHEMES.

ALL I ASKED WAS THAT YOU DESTROY SPIDER-MAN!

SHUT UP!

GET OUT OF MY HEAD!



I DO NOT BABBLE!

I HAVEN'T SAID A WORD. WHAT ARE YOU BABBLING ABOUT?

I CONTROL MORE POWER THAN YOU CAN EVER IMAGINE.

I CAN TURN THIS CITY -- THE WHOLE WORLD -- INTO A GRAVEYARD IF I WISH!



YOU CAN DO THAT LYING ON YOUR BACK...

...PINNED TO THE ROOF OF A MINIVAN?

I AM IMPRESSED.

DO NOT MOCK ME, SPIDER-MAN.

I AM FAR FROM HELPLESS!

KILL SPIDER-MAN

DESTROY SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN



Oh, GREAT. I WAS AFRAID OF THIS -- HE CAN PULL THE DISAPPEARING ACT TOO.

FOOM



BUT THAT'S THE LEAST OF MY PROBLEMS RIGHT NOW...

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

IT'S OBVIOUS THAT THESE ZOMBIES
AREN'T GOING TO GIVE UP UNTIL
THEY'VE KILLED ME...

... AND SINCE BEING DEAD
WOULD PUT A SERIOUS
CRAMP IN MY STYLE, I'D
BETTER KEEP MOVING.

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

OKAY, I'M OUT
OF REACH FOR
THE MOMENT.
NOW WHAT?

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

KILL
SPIDER-
MAN!

THEY'RE ALL FOCUSED ON ME, BUT
WHAT HAPPENS IF AND WHEN THEY
LOSE INTEREST? WILL THEY START
ATTACKING PEOPLE ON THE STREET?

I'VE GOTTA KEEP THEM
CONTAINED UNTIL I
CAN FIGURE OUT WHAT
TO DO WITH THEM.

AH! THAT BUS
SHOULD DO
THE TRICK!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

THE CITY'S ALWAYS TELLING
US TO TAKE ADVANTAGE OF
PUBLIC TRANSPORTATION...

...BUT I SUSPECT
THIS WASN'T WHAT
THEY HAD IN MIND.

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

DESTROY
SPIDER-MAN!

KILL
SPIDER-
MAN!

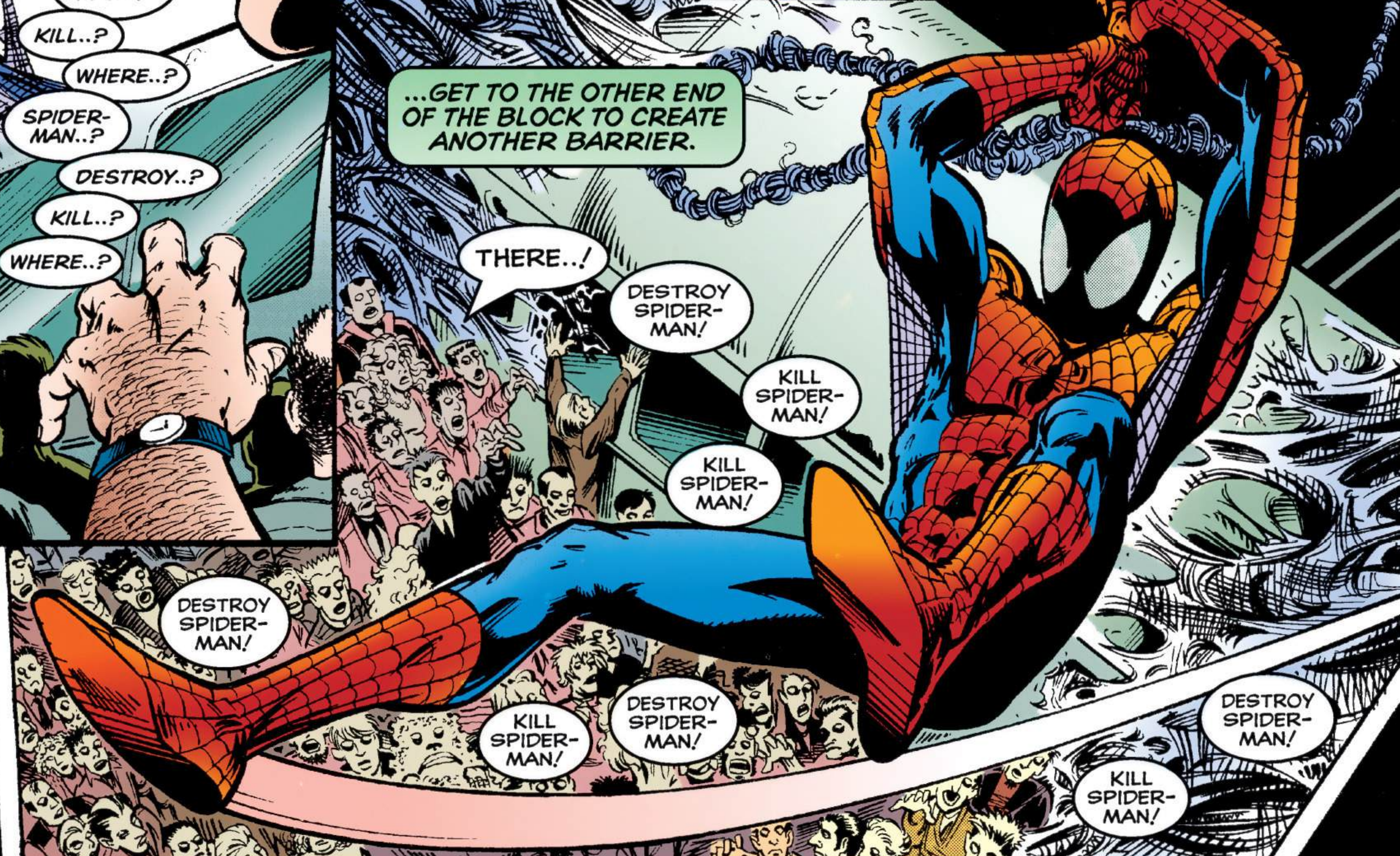


GOOD...LOOKS LIKE I'VE CONFUSED THEM.

KILL...?
DESTROY...?
WHERE...?
SPIDER-MAN...?
DESTROY...?
SPIDER-MAN...?
KILL...?
WHERE...?
SPIDER-MAN...?
DESTROY...?
KILL...?
WHERE...?



THAT SHOULD GIVE ME ENOUGH TIME TO RELOAD MY WEB-SHOOTERS AND...



...GET TO THE OTHER END OF THE BLOCK TO CREATE ANOTHER BARRIER.

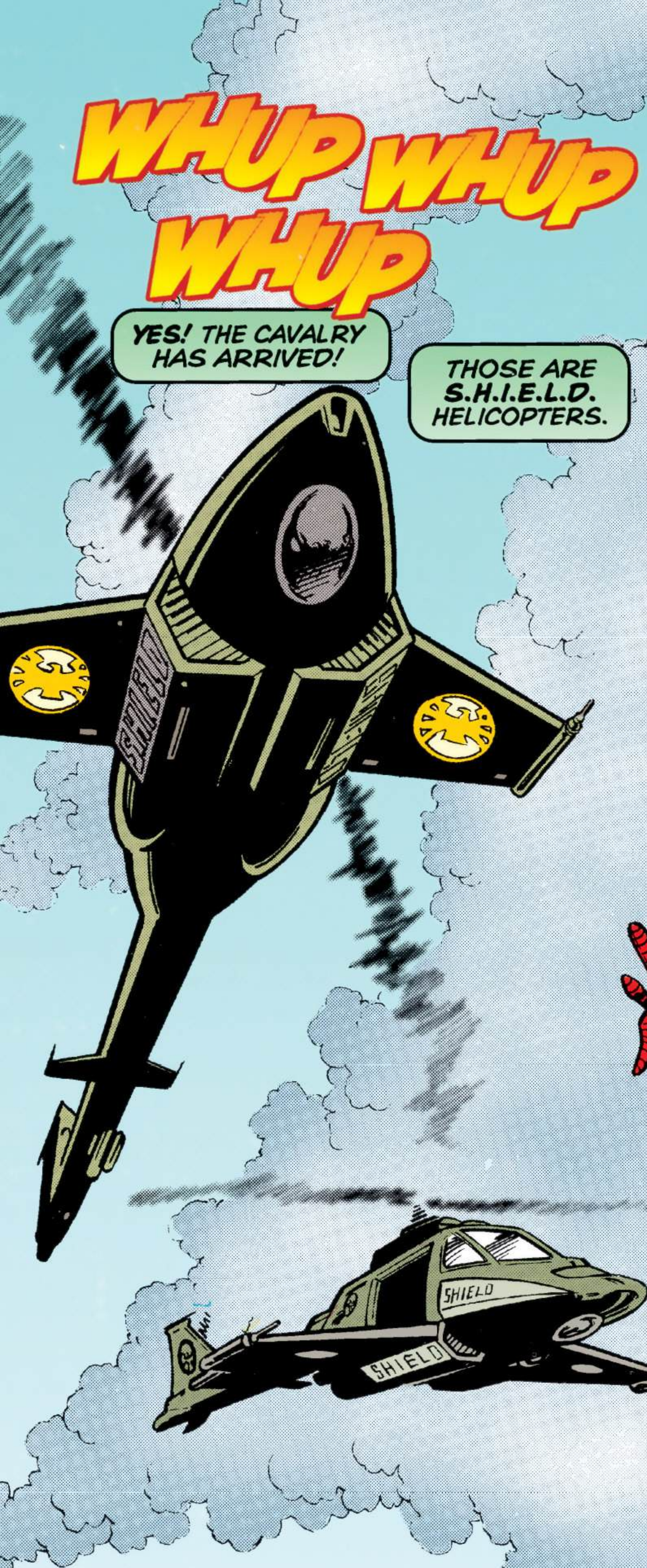
THERE..!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!
KILL SPIDER-MAN!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!



GOOD JOB. I'VE BLOCKED OFF BOTH 53RD AND 54TH STREETS. THAT SHOULD HOLD THEM FOR A LITTLE WHILE.

BUT THIS IS JUST A TEMPORARY SOLUTION. HOW DO YOU DEAL WITH A COUPLE HUNDRED WITLESS ZOMBIES?

WHUP WHUP WHUP



WHUP WHUP WHUP

YES! THE CAVALRY HAS ARRIVED!

THOSE ARE S.H.I.E.L.D. HELICOPTERS.

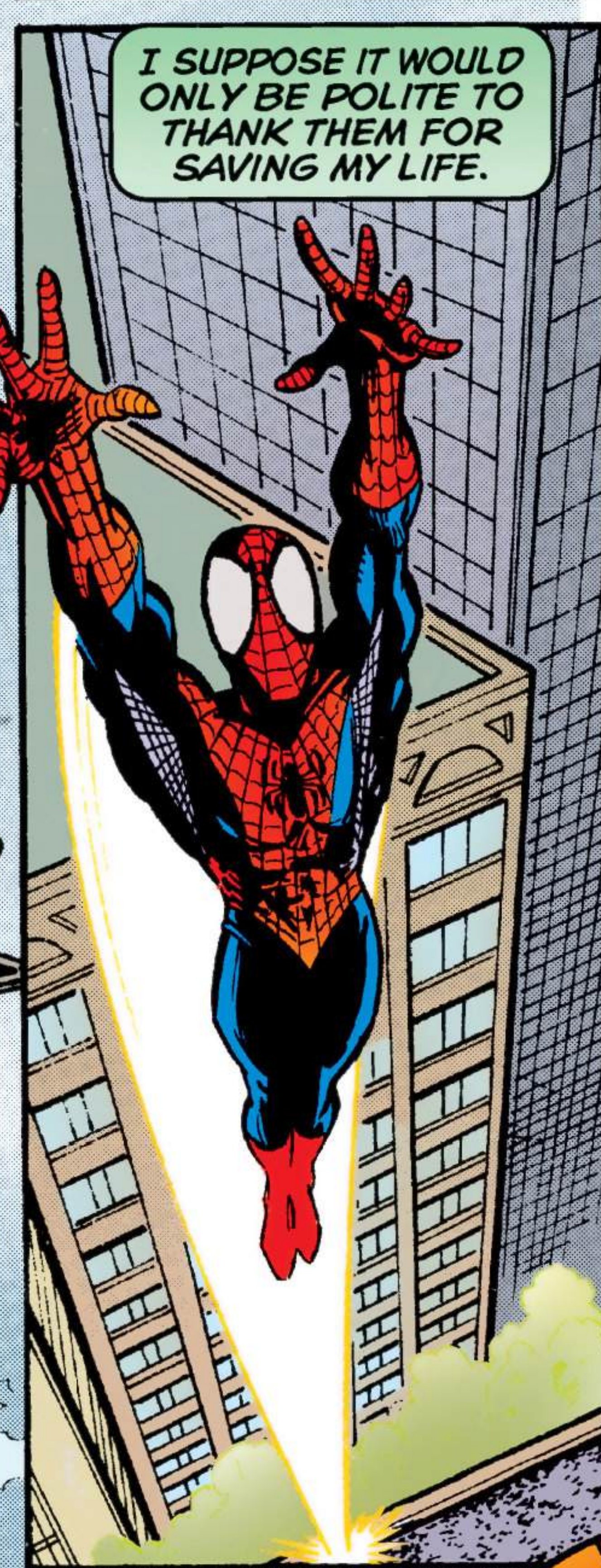


THE GAS GRENADES THEY'RE DROPPING ARE KNOCKING OUT THE ZOMBIES.

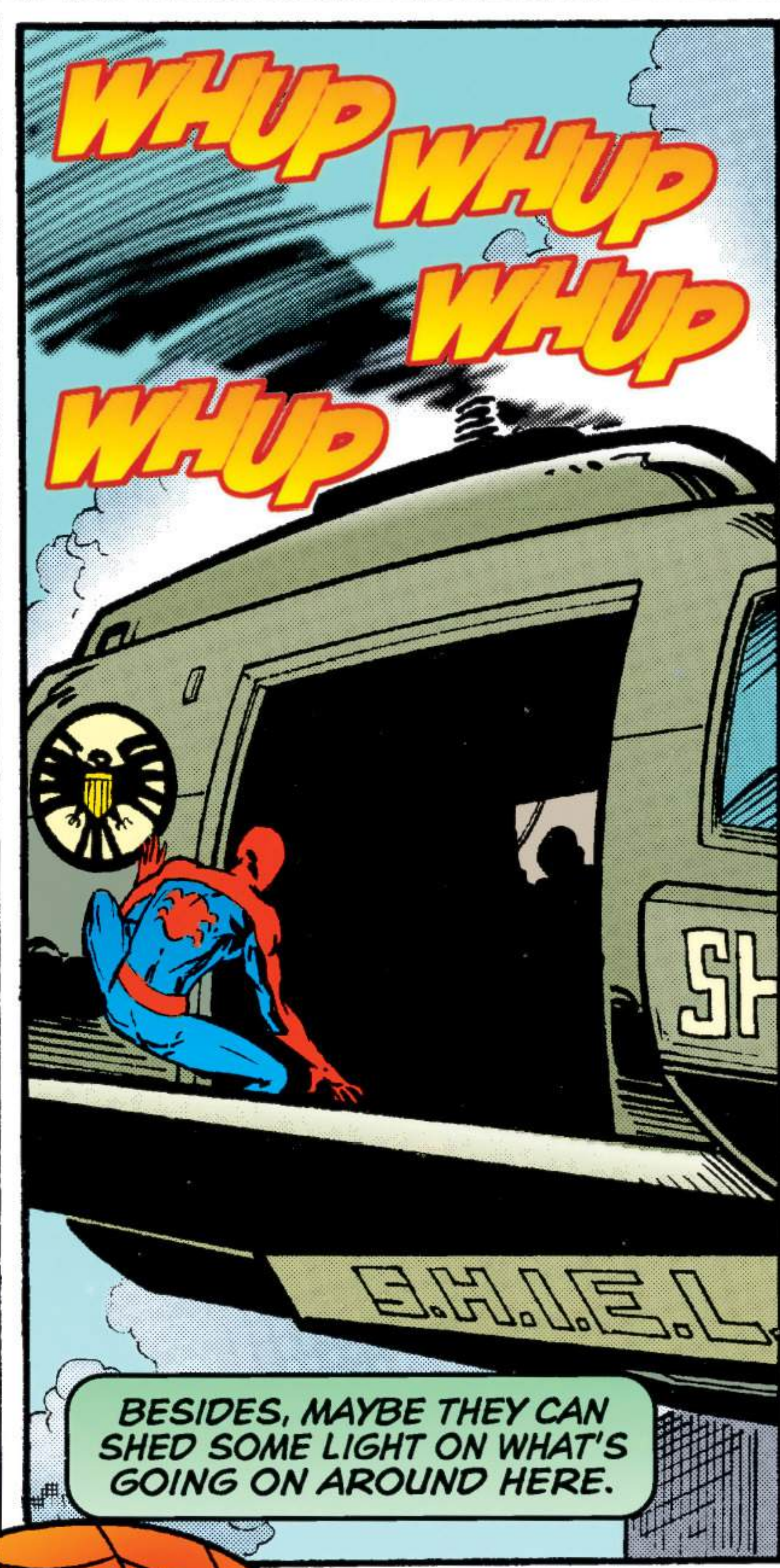
PAF

PAF

~KOFF~
~KOFF~

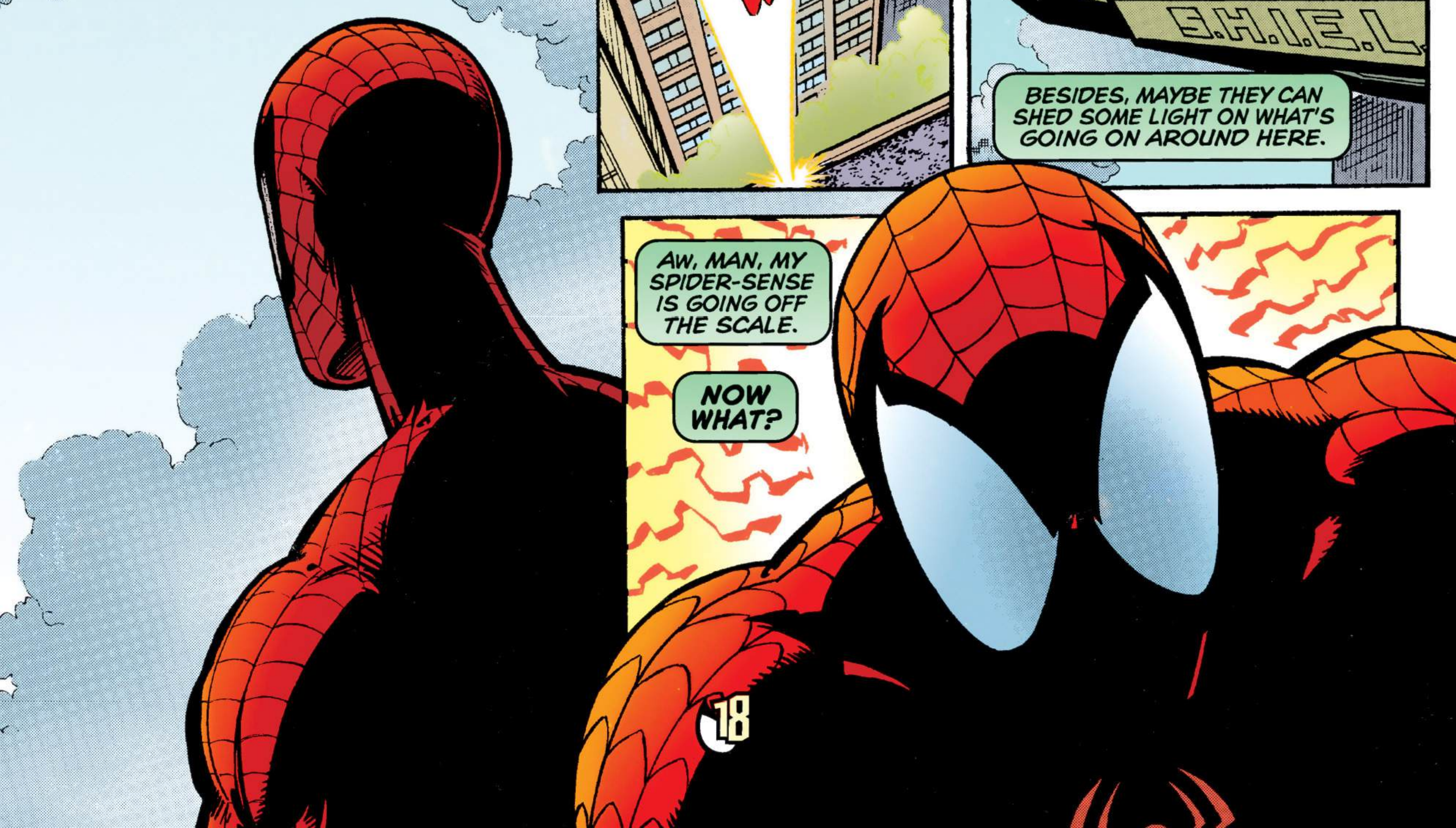


I SUPPOSE IT WOULD ONLY BE POLITE TO THANK THEM FOR SAVING MY LIFE.



WHUP WHUP WHUP WHUP WHUP

BESIDES, MAYBE THEY CAN SHED SOME LIGHT ON WHAT'S GOING ON AROUND HERE.



AW, MAN, MY SPIDER-SENSE IS GOING OFF THE SCALE.

NOW WHAT?



STAY WHERE YOU ARE! KEEP YOUR HANDS IN THE AIR...

WELL, THIS IS A FINE "HOW DO YOU DO."

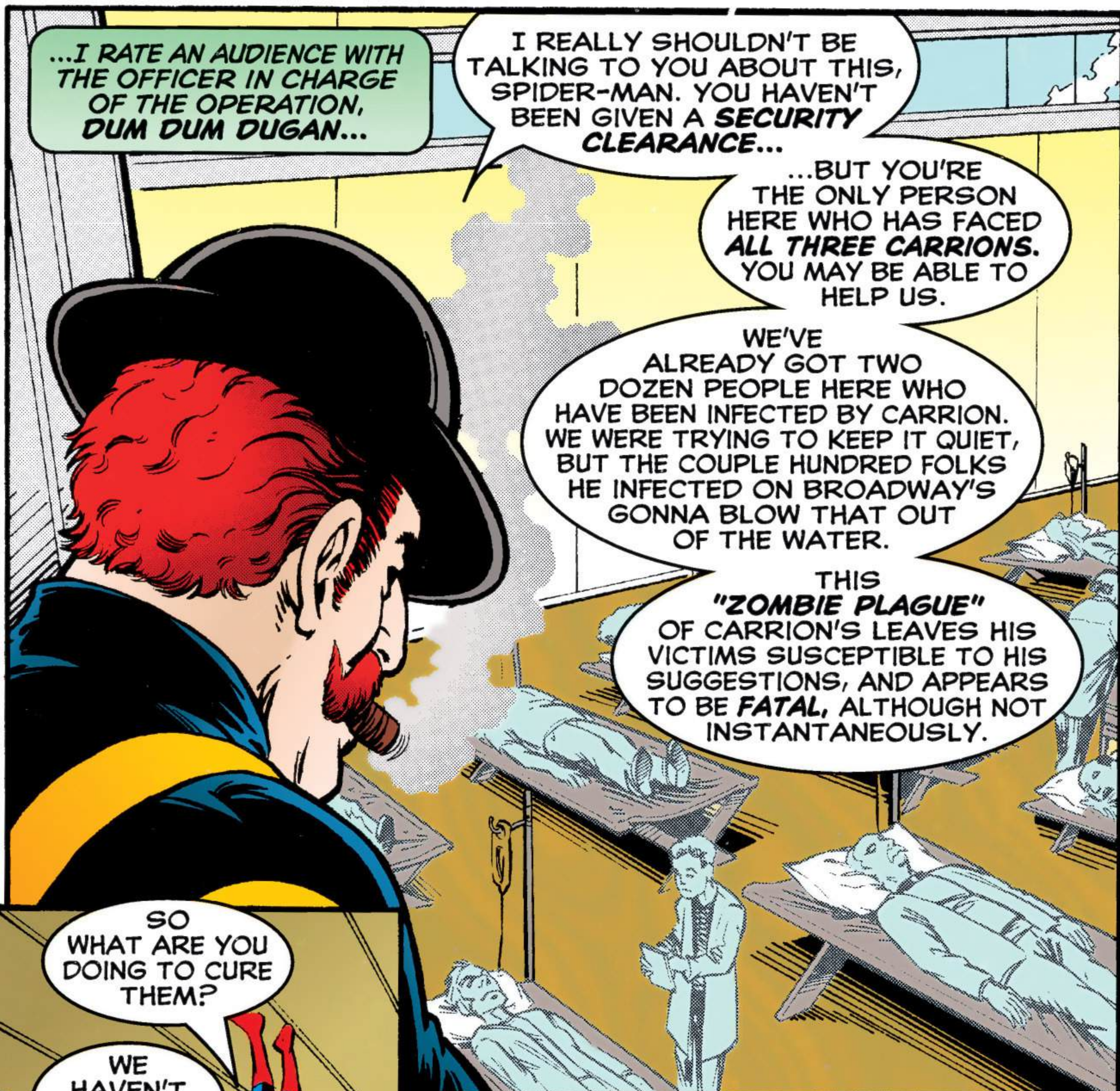
BE CAREFUL. HE MAY BE INFECTED TOO!



IT TAKES SOME FAST TALKING, BUT I FINALLY CONVINCE THEM THAT I'M NOT A ZOMBIE.

(I GUESS THE FACT THAT I DIDN'T TRY TO EAT THEIR BRAINS HELPED.)

S.H.I.E.L.D.'S SET UP SOME KIND OF COMMAND POST IN THE NEW YORK COLISEUM. AFTER SOME FAST TALKING...



...I RATE AN AUDIENCE WITH THE OFFICER IN CHARGE OF THE OPERATION, DUM DUM DUGAN...

I REALLY SHOULDN'T BE TALKING TO YOU ABOUT THIS, SPIDER-MAN. YOU HAVEN'T BEEN GIVEN A **SECURITY CLEARANCE**...

...BUT YOU'RE THE ONLY PERSON HERE WHO HAS FACED **ALL THREE CARRIONS**. YOU MAY BE ABLE TO HELP US.

WE'VE ALREADY GOT TWO DOZEN PEOPLE HERE WHO HAVE BEEN INFECTED BY CARRION. WE WERE TRYING TO KEEP IT QUIET, BUT THE COUPLE HUNDRED FOLKS HE INFECTED ON BROADWAY'S GONNA BLOW THAT OUT OF THE WATER.

THIS "**ZOMBIE PLAGUE**" OF CARRION'S LEAVES HIS VICTIMS SUSCEPTIBLE TO HIS SUGGESTIONS, AND APPEARS TO BE **FATAL**, ALTHOUGH NOT INSTANTANEOUSLY.



SO WHAT ARE YOU DOING TO CURE THEM?

WE HAVEN'T GOT A CURE YET.

THE ONLY CLUE WE'VE GOT AS TO HOW TO CURE IT IS DR. ALLEN'S MUTTERINGS ABOUT "**ACES AND EIGHTS**".



WHO'S DR. ALLEN?

HE'S YOUR NEW CARRION. HE WAS STUDYING THE JACKAL'S CORPSE AT OUR BIO-HAZARD FACILITY...



WAIT
A MINUTE! HE
WAS STUDYING THE
JACKAL'S CORPSE?
WHAT'S THAT ALL
ABOUT?

IS S.H.I.E.L.D.
PLANNING TO ADD
BIO-WEAPONS TO
ITS ARSENAL?

THIS
NEVER WOULD
HAVE HAPPENED WHEN
NICK FURY WAS
ALIVE!

LISTEN,
YOU! **G.W. BRIDGE**
RUNS A CLEAN
OPERATION!

Dr.
MIGLIETTA HERE
WAS TRYING TO DEVELOP
VACCINES AND CURES
FOR BIO-WEAPONS.

**WILLIAM
ALLEN** WAS WORKING
UNDER HER ON THE
PROJECT. APPARENTLY
HE HAD **HIS OWN
AGENDA!**

HE'S OUT
THERE, **SPREADING
THIS BLASTED
DISEASE** THAT ONLY HE
UNDERSTANDS!

RATHER
THAN POINTING THE
FINGER AT US, WHY DON'T
YOU GET YOUR TAIL OUT
THERE AND FIND HIM! **HE'S** THE
ONE WHO'S BEEN ROBBING
CHEMICAL PLANTS SO HE COULD
CREATE HIS BLASTED
"ZOMBIES"!

AND **HE'S** THE
ONLY ONE RIGHT NOW
WHO MIGHT BE ABLE
TO GIVE US THE CURE!

CRASH!

JUMPIN'
JEHOSAPHAT!
WHAT'S THE
RUCKUS?

WE'VE GOT
COMPANY.



I WANT
ANSWERS, AND
I WANT THEM
NOW!

SORRY,
SIR. WE DON'T
KNOW HOW HE
GOT PAST THE
PERIMETER.

HE'S THE **TINKERER**,
AN OLD SPARRING
PARTNER OF MINE.
BUT DON'T
WORRY...

...HE'S
HARDLY A
SERIOUS
THREAT.

BUT I
WOULD LIKE
TO KNOW WHAT
HE'S DOING
HERE.

ME
TOO.
WHAT'S YOUR
STAKE
IN THIS?

MY SON IS HERE AND NO ONE WILL TELL ME WHY.

WHEN YOUR BULLY-BOYS OUTSIDE WOULDN'T LET ME IN TO SEE HIM, I HAD TO RESORT TO **OTHER MEANS.**

I'M SORRY, SIR. IF YOUR SON *IS* HERE, IT'S BECAUSE HE'S VERY SICK.

AND NOBODY COULD BE BOTHERED TO TELL HIS OLD MAN THAT?

ALL WE CAN TELL YOU IS THAT YOUR SON HAS BEEN INFECTED WITH A NEW VIRUS...

.. AND THERE DOESN'T APPEAR TO BE A CURE AT THIS TIME.

WELL, THEN, YOUNG LADY...

IF *YOU* HAVEN'T FOUND THE CURE YET...

...I'LL GO AND FIND SOMEONE WHO CAN!

YOU'RE NOT GOING ANYWHERE!

LET GO OF ME!

I'M NOT GOING TO SIT AROUND AND DO NOTHING WHILE THESE GOVERNMENT STOOGES LET MY SON DIE!

IF I KNOW THE GOVERNMENT, THEY'RE THE ONES BEHIND THIS WHOLE THING *IN THE FIRST PLACE!*

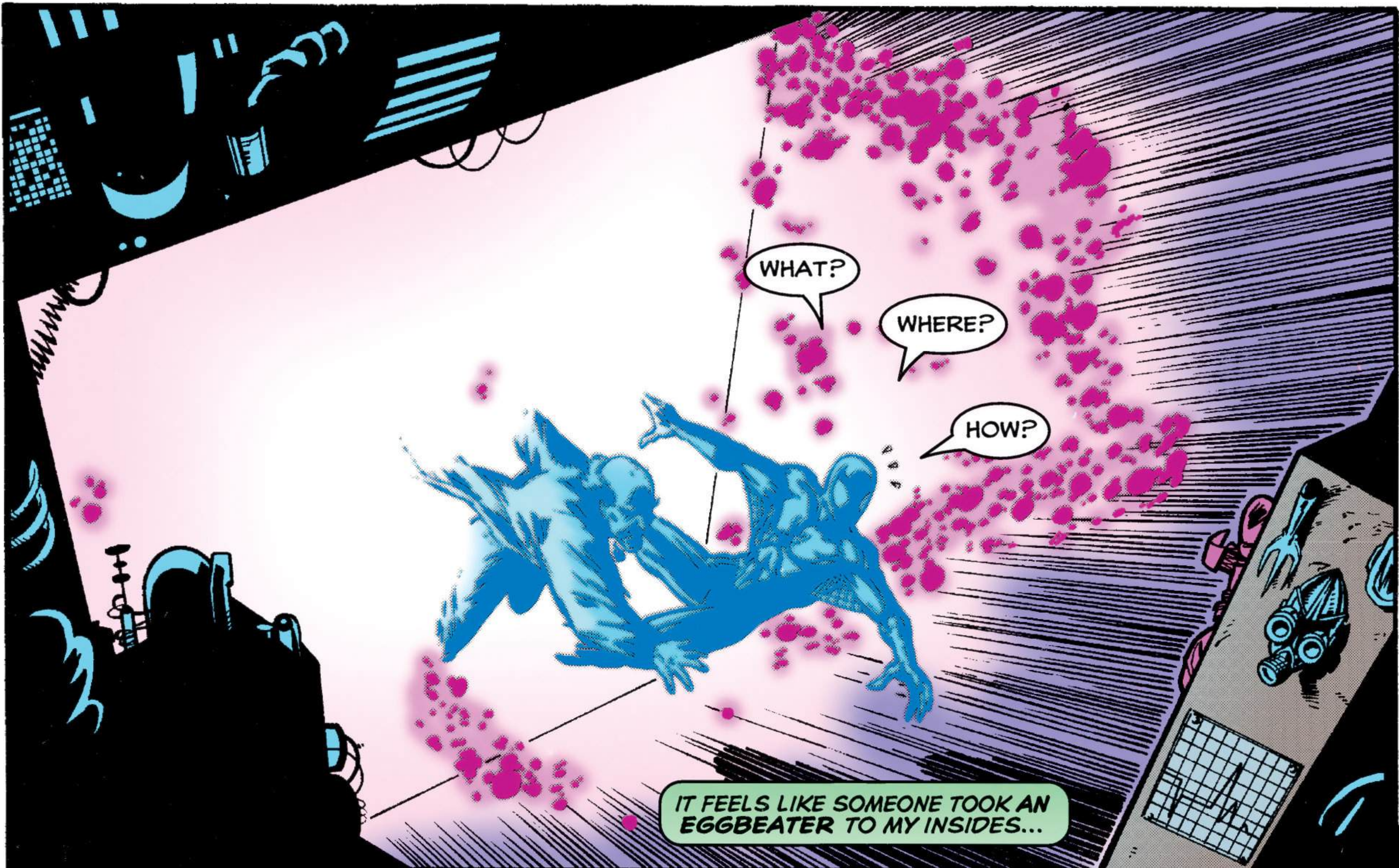
YOU DON'T REALLY THINK YOU CAN *GET AWAY* FROM ME, DO YOU?

IF I CAN'T GET AWAY FROM YOU...

...THEN I'LL GET AWAY WITH YOU!

WHAT THE ~~MAN~~?

WHERE THE SAM HILL DID THEY GO?



WHAT?

WHERE?

HOW?

IT FEELS LIKE SOMEONE TOOK AN
EGGBEATER TO MY INSIDES...

ALL
RIGHT,
TINKERER.
SPILL.

WHERE
ARE WE AND
HOW DID WE
GET HERE?

YOU ENTER THE CO-
ORDINATES OF WHERE YOU'D
LIKE TO GO INTO THE MAIN
COMPUTER SYSTEM. YOU
PASS THROUGH THE
TRANSFER GRID, AND
BINGO! YOU'RE
THERE.

THIS
WRISTBAND IS
YOUR LINK TO
THE GRID.

THE ENCLAVE
WANTS TO GET
THEIR OPERATION UP
AND RUNNING AGAIN.
THEY CONTRACTED ME
TO REBUILD SOME OF
THEIR EQUIPMENT --
INCLUDING THE
**TRANSFER
GRID.**

ONE OF 'EM'S
A GENETICIST. HE
SAYS HE'S THE **BEST
IN THE WORLD.** MAYBE
HE CAN FIGURE OUT A
WAY TO SAVE MY SON.
YOU **MUST** LET ME
GO TO HIM!

WE'RE IN MY
LABORATORY.
I'VE BEEN
RECONSTRUCTING
A **TELEPORTATION
SYSTEM** FOR THE
ENCLAVE.

NO!
NO
MATTER **HOW
GOOD** THEIR GUY IS,
I KNOW **SOMEONE
BETTER...**

WHAT'S THE RANGE ON THIS THING?

IT SHOULD BE ABLE TO TELEPORT YOU ANYWHERE ON EARTH.

WE DON'T KNOW HOW MUCH TIME THE PEOPLE INFECTED WITH THE CARRION VIRUS HAVE LEFT -- INCLUDING YOUR SON.

I KNOW SOMEONE IN EUROPE WHO MAY BE ABLE TO HELP US...

...CAN YOU GET ME THERE?

IT'S TEMPTING TO TELEPORT HIM INTO THE HEART OF A VOLCANO, BUT IF HE KNOWS SOMEONE WHO COULD SAVE MY SON...

I SHOULD BE ABLE TO...

...BUT I HAVEN'T TRIED SENDING ANYTHING LIVING BEYOND A DISTANCE OF A COUPLE OF MILES.

IT COULD KILL YOU.

IT MIGHT ALSO SAVE HUNDREDS OF LIVES.

I HAVE NO CHOICE.

DOESN'T THIS GUY HAVE A TELEPHONE?

NO. HE LIKES TO KEEP TO HIMSELF.

I'VE FED THE COMPUTER THE COORDINATES OF THE REGION YOU SHOWED ME.

WITH LUCK, YOU SHOULD GET WHERE YOU'RE GOING ALIVE.

I'M PROBABLY A FOOL TO TRUST THIS GUY. HE'S A WANTED CRIMINAL, AFTER ALL...

BUT THERE ARE LIVES AT STAKE, INCLUDING HIS SON'S...

...I DOUBT HE'D DOUBLE-CROSS ME IF HE THINKS I CAN HELP HIM.

SO GRIT YOUR TEETH, SPIDEY, AND DO IT!

NEXT STOP...

...WUNDAGORE
MOUNTAIN!

CHAPTER THREE

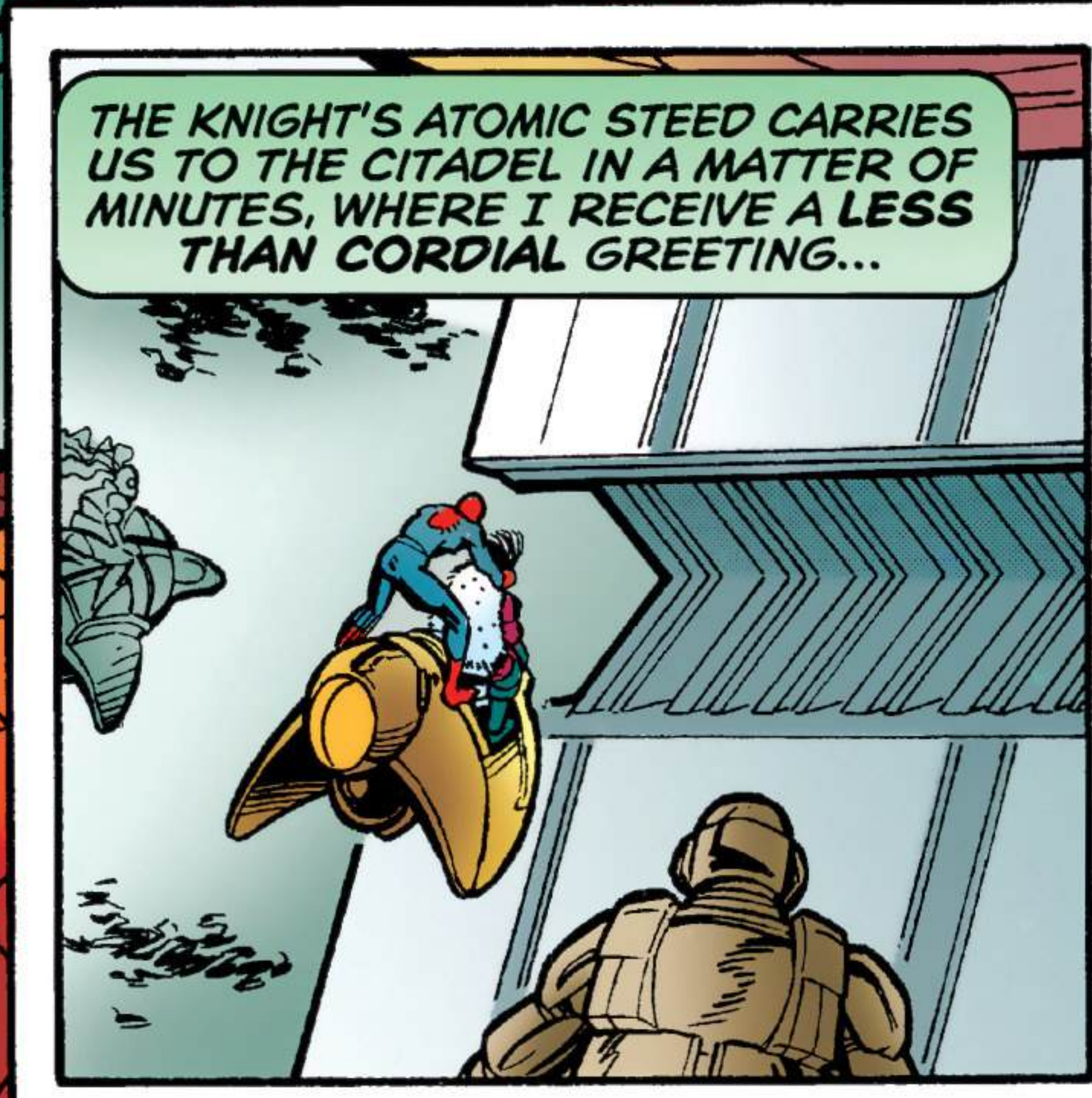
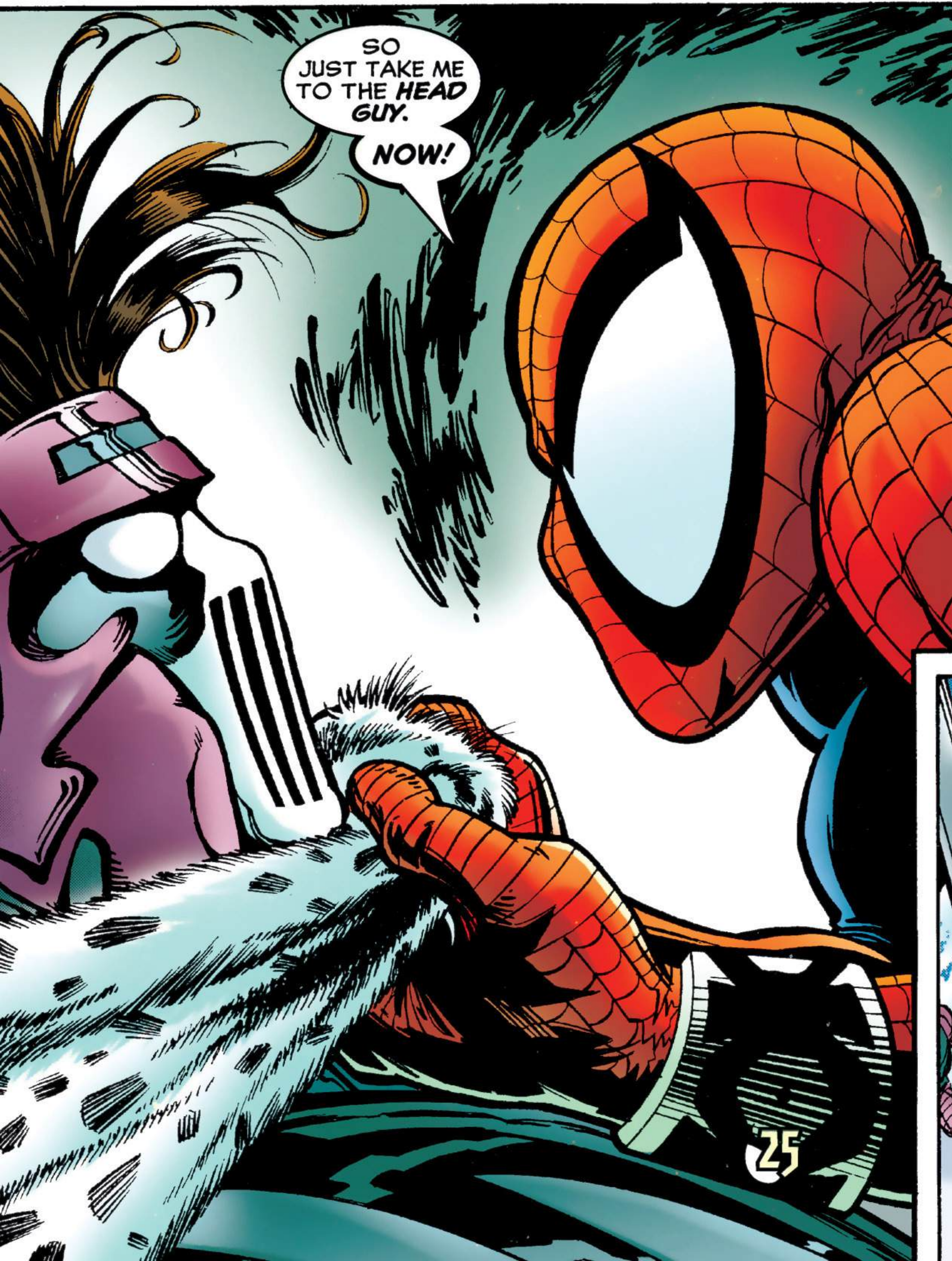
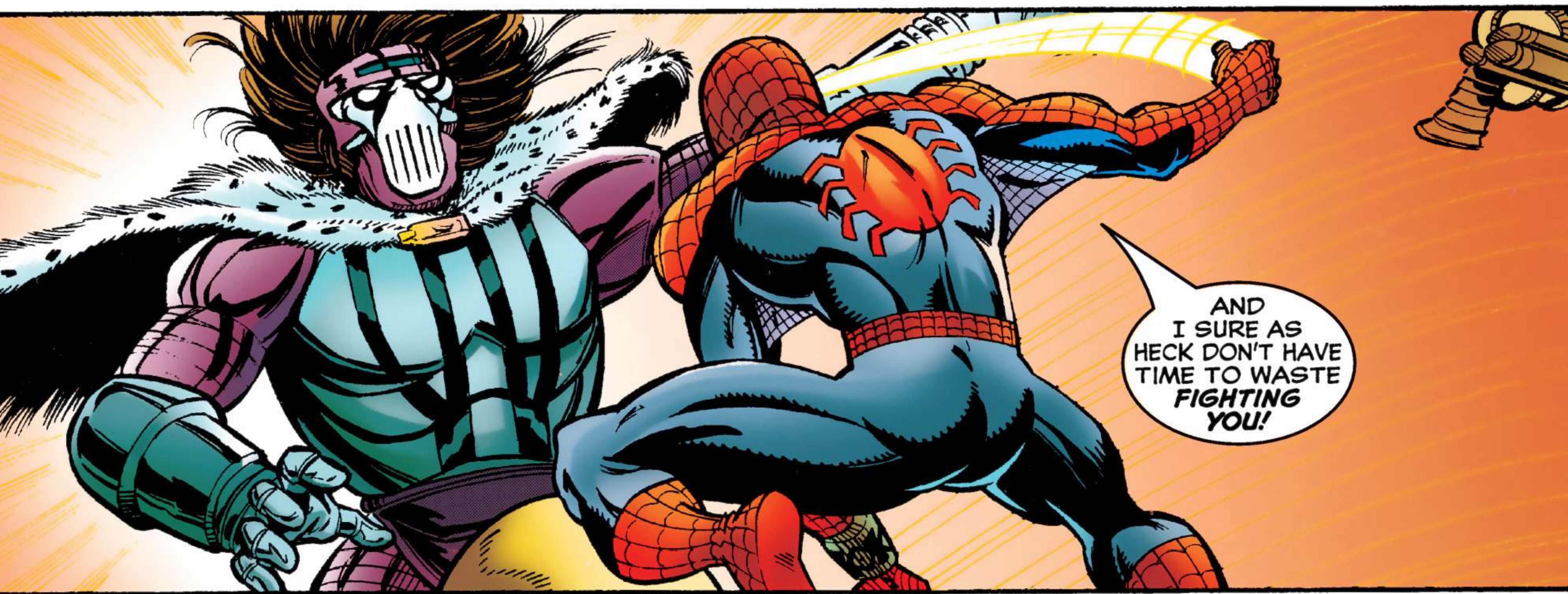
VOICES FROM THE PAST

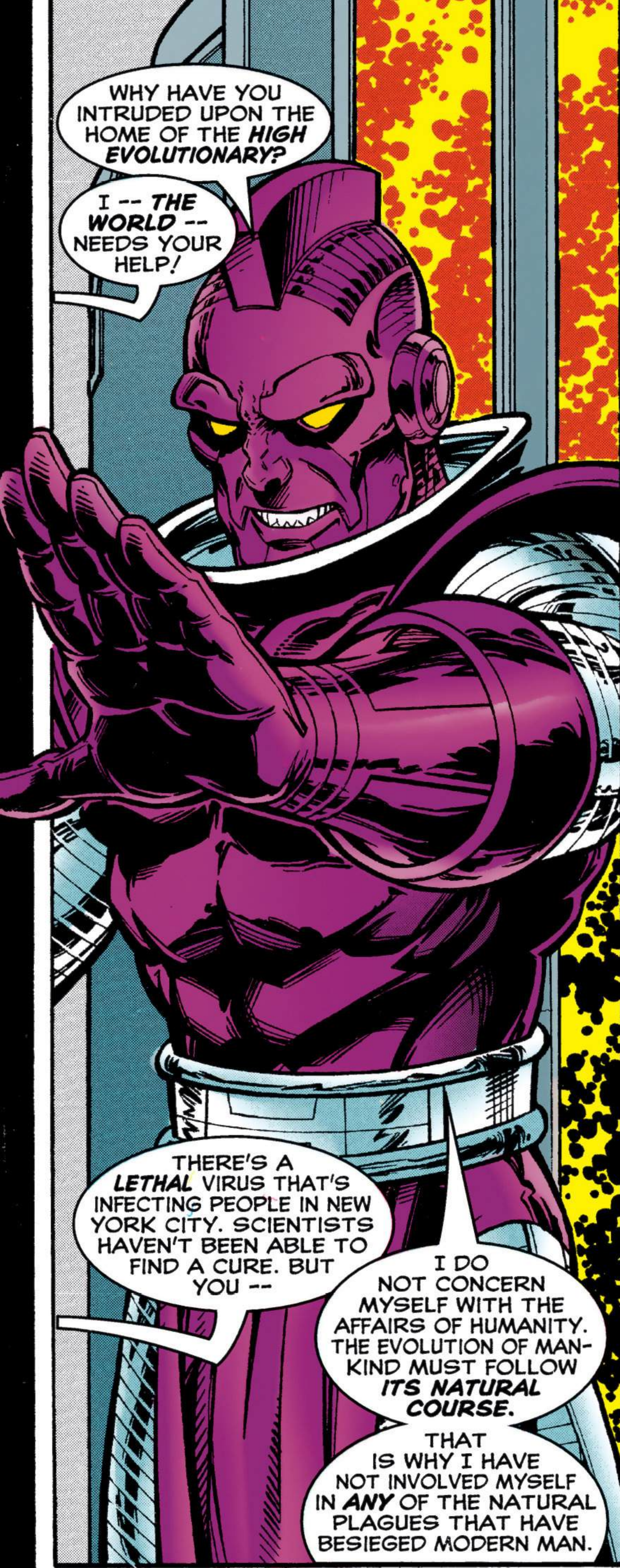
THERE
IS AN
INTRUDER!

PREPARE TO
ENGAGE AND
RESTRAIN!

"ENGAGE
AND RESTRAIN"?
GUESS I CAN'T EXPECT
ANY OTHER KIND OF
TREATMENT...

...FROM THE
KNIGHTS OF
WUNDAGORE!





WHY HAVE YOU
INTRUDED UPON THE
HOME OF THE **HIGH**
EVOLUTIONARY?

I -- **THE**
WORLD --
NEEDS YOUR
HELP!

THERE'S A
LETHAL VIRUS THAT'S
INFECTING PEOPLE IN NEW
YORK CITY. SCIENTISTS
HAVEN'T BEEN ABLE TO
FIND A CURE. BUT
YOU --

I DO
NOT CONCERN
MYSELF WITH THE
AFFAIRS OF HUMANITY.
THE EVOLUTION OF MAN-
KIND MUST FOLLOW
ITS NATURAL
COURSE.

THAT
IS WHY I HAVE
NOT INVOLVED MYSELF
IN **ANY** OF THE NATURAL
PLAGUES THAT HAVE
BESIEGED MODERN MAN.

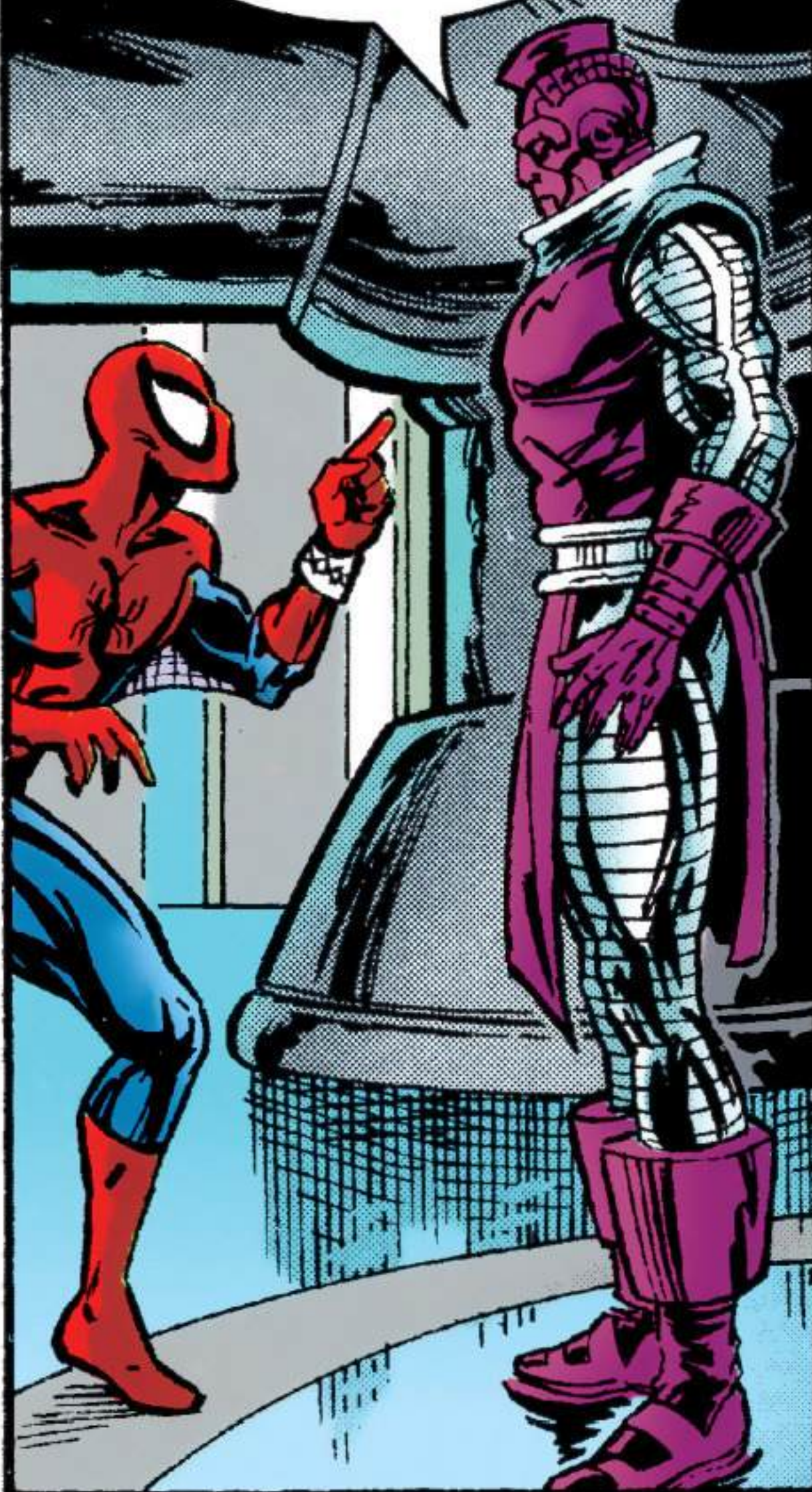
THE SCARLET SPIDER TOLD
ME THAT YOU'D ALTERED
WARREN'S JOURNAL TO MAKE
ME BELIEVE THAT HE'D FAILED
IN HIS ATTEMPTS TO
CLONE ME AND GWEN
STACY.

WHICH HE LEARNED
IN SCARLET SPIDER
UNLIMITED #1. --Tom.

YEAH, WELL,
THIS ONE **ISN'T**
NATURAL.

IT
WAS CREATED
BY YOUR OLD
FRIEND, MILES
WARREN.

MILES
WARREN WAS
NO FRIEND OF
MINE.



ONCE I REALIZED THAT
WARREN HAD GONE ON TO
SUCCESSFULLY CLONE
HUMAN BEINGS WITH THE
KNOWLEDGE HE GAINED
FROM ME...



"HE WAS ONCE MY STUDENT,
BUT WHEN HE BEGAN TO
USE WHAT I TAUGHT HIM
TO DEVELOP A CLONING
PROCESS..."

"...I BANISHED HIM
FROM WUNDAGORE."



...I TOOK **CERTAIN**
MEASURES TO ASSURE
THAT THE WORLD WOULD
NEVER BELIEVE THAT HE'D
SUCCEEDED IN HIS CLONING
EXPERIMENTS.

YEAH, I
KNOW.



WARREN'S JOURNALS MADE IT CLEAR
THAT HE BASED MUCH OF HIS WORK ON MY
STUDIES AND TECHNOLOGY. I ALTERED HIS
NOTES AND ENGINEERED THE CREATION
OF A SECOND CARRION, POSSESSED OF
FALSE MEMORIES, TO CONCEAL
THE TRUTH.

YES.
I DO NOT WISH
THE WORLD TO
KNOW OF ME OR
MY WORK.

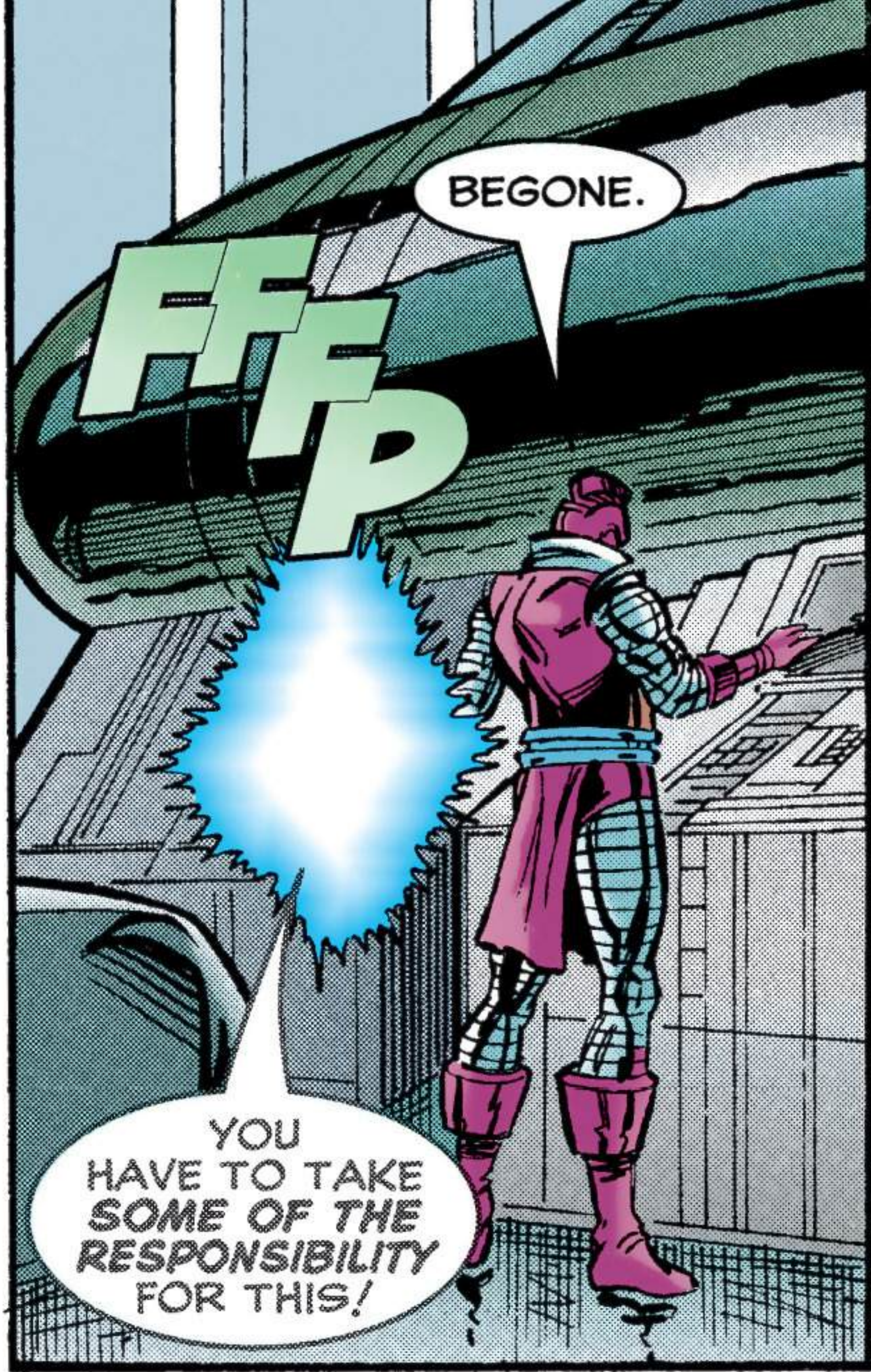


IF WARREN DID BASE HIS WORK ON WHAT HE LEARNED FROM YOU...

...THEN YOU'RE AT LEAST **PARTIALLY RESPONSIBLE** FOR THE CREATION OF CARRION, AND EVERYTHING HE DOES! INCLUDING THIS VIRUS!

ENOUGH.

I DO NOT WISH TO DISCUSS THIS ANY FURTHER WITH YOU.



BEGONE.

YOU HAVE TO TAKE **SOME OF THE RESPONSIBILITY** FOR THIS!



YOU HAVE TO HELP US FIND A CURE!

GAH!

PETER! WHERE DID YOU COME FROM?



I WENT TO WUNDAGORE TO CONVINCE THE HIGH EVOLUTIONARY TO HELP US FIND A CURE FOR CARRION'S PLAGUE...

...BUT HE REFUSED TO HELP AND **ZAPPED ME BACK HERE.**



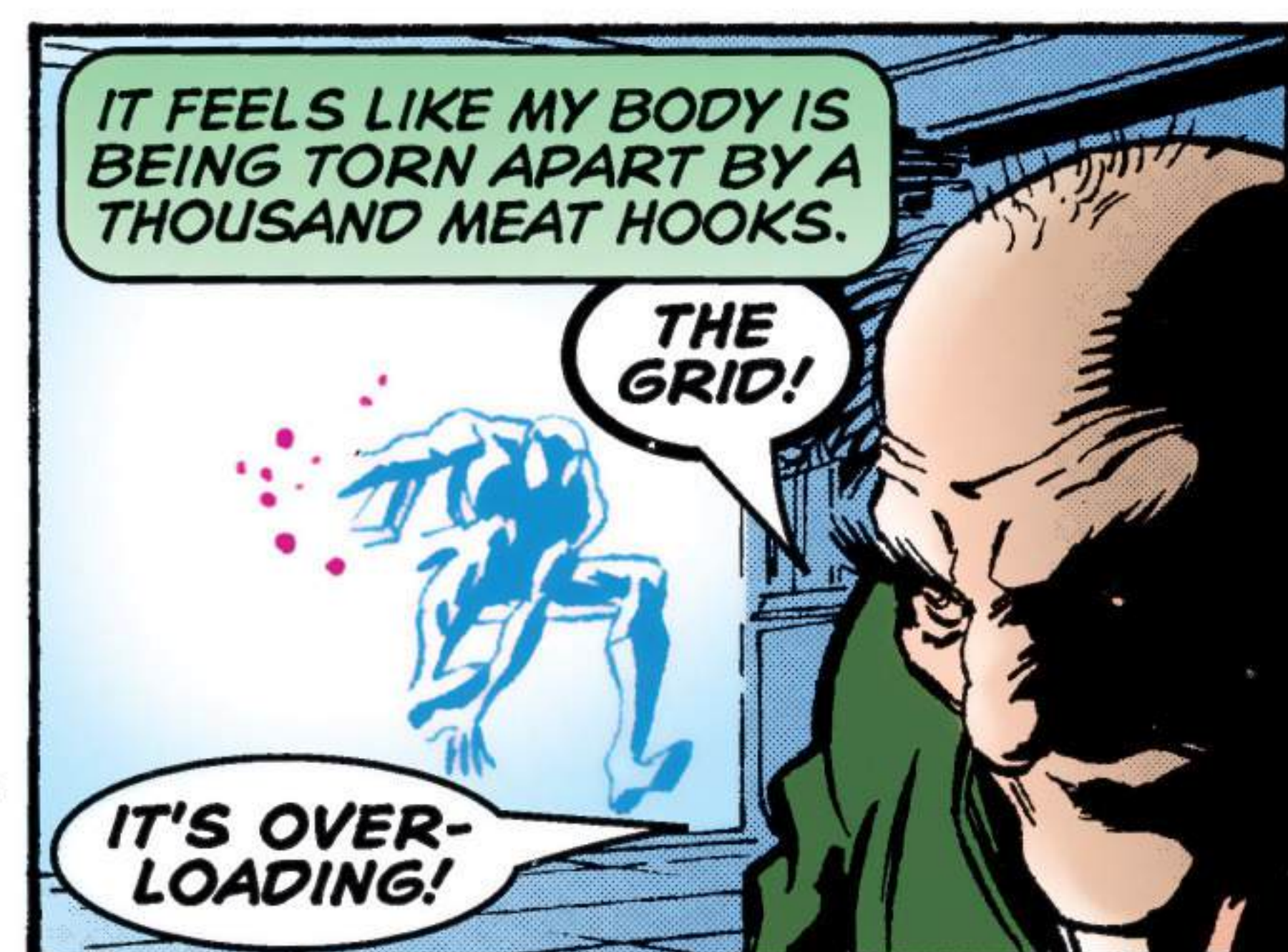
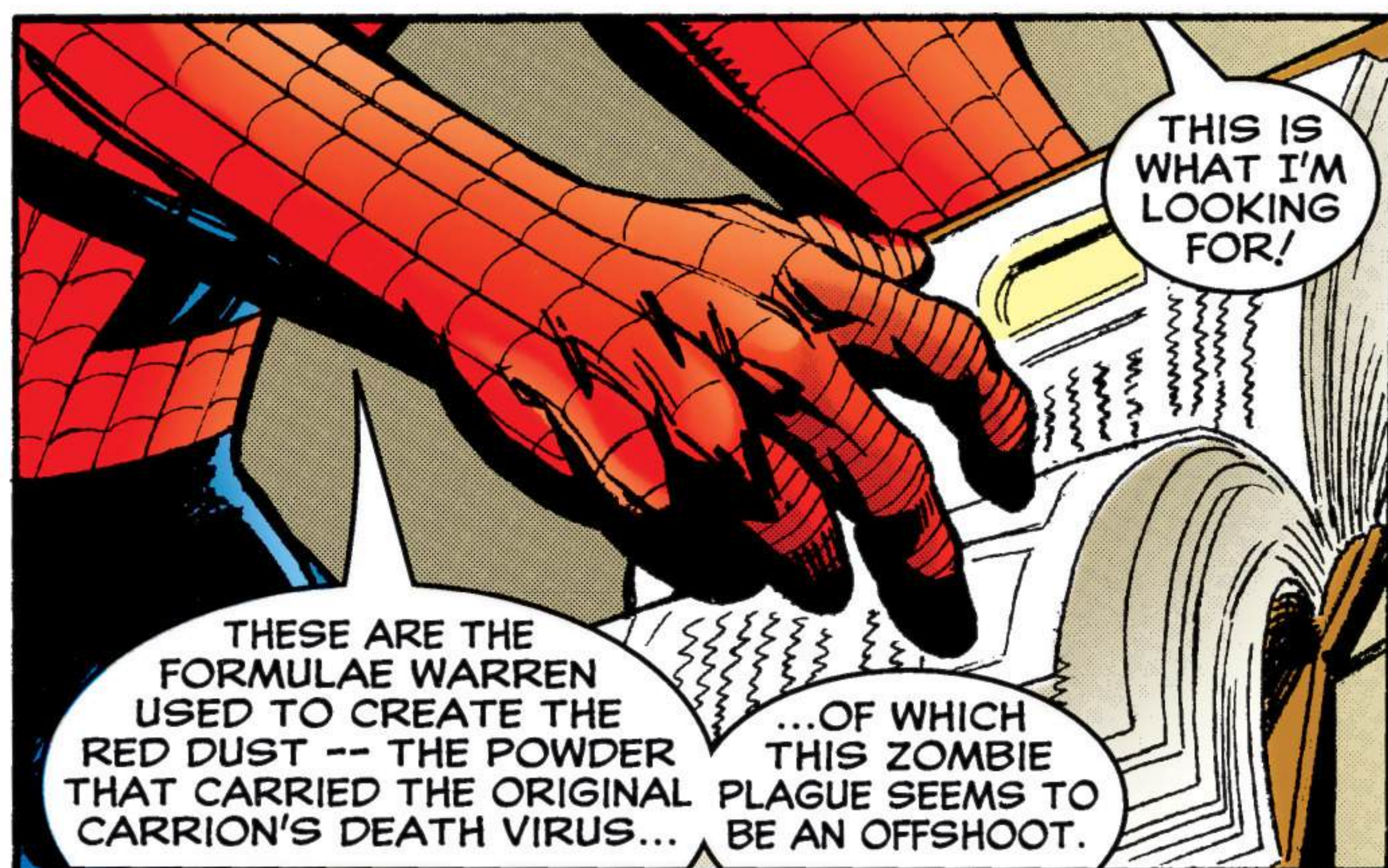
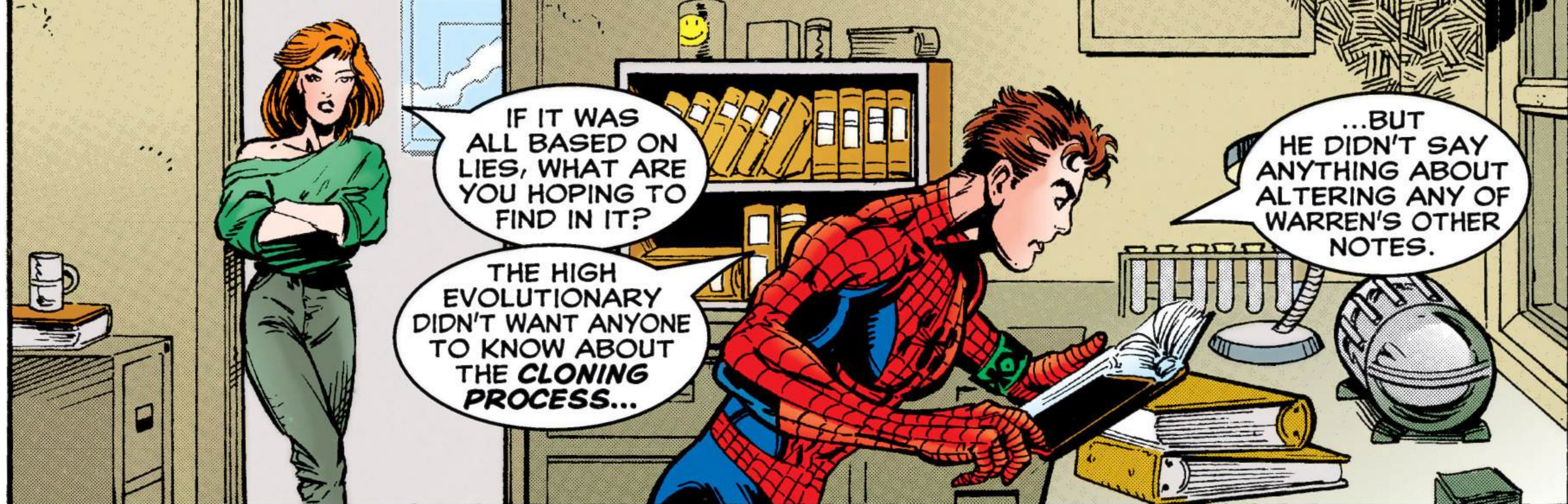
IT'S ALL SO CONFUSING! IF HE REALLY DID ALTER WARREN'S JOURNAL AND THE MEMORIES OF THE SECOND CARRION...

...DOES THAT MEAN THE FIRST CARRION REALLY WAS A CLONE OF WARREN?



I REALLY DON'T KNOW WHAT TO BELIEVE ANYMORE.

OF COURSE! WHY DIDN'T I THINK OF IT BEFORE? I'VE **STILL GOT THAT JOURNAL!**





YOU'VE RUINED IT! ALL THAT WORK! THE ENCLAVE WILL NEVER PAY ME FOR IT NOW!

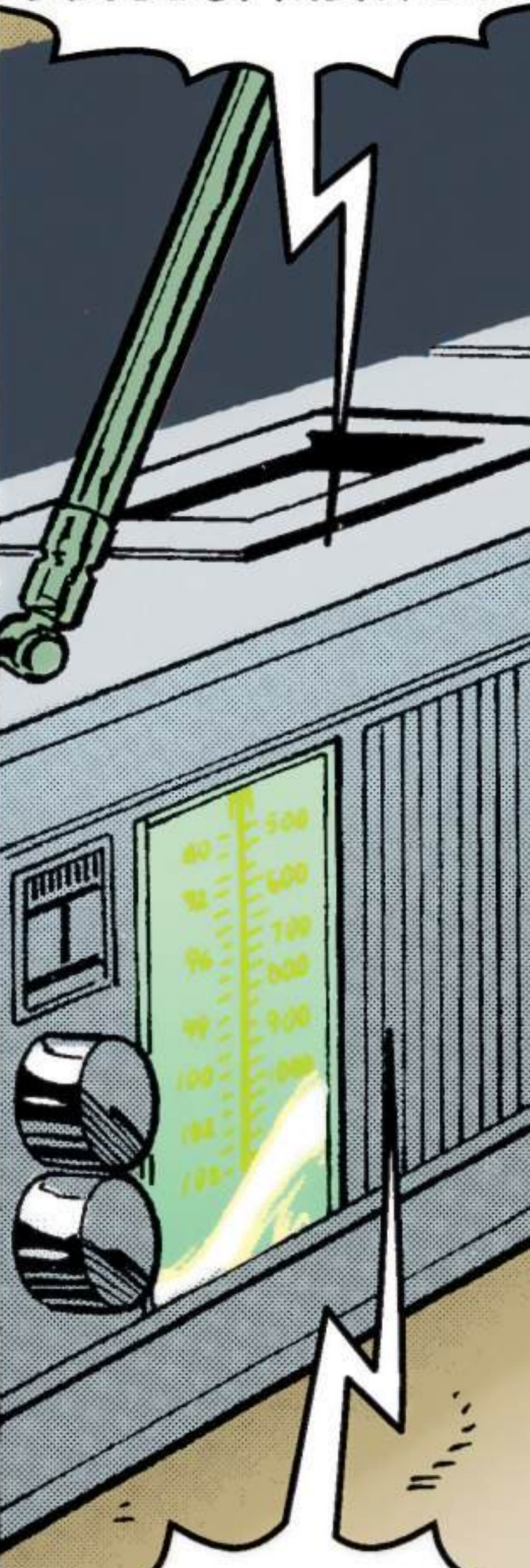
AND I WAS NEARLY KILLED.

THE WAY I SEE IT, WE BOTH KNEW THE RISKS.

DO WE HAVE ANYTHING TO **SHOW** FOR IT?

MAYBE.

YOU'RE LISTENING TO **WRXW**, ALL NEWS, ALL THE TIME. IN NEW DEVELOPMENTS...



...THE SUPER-VILLAIN KNOWN AS **CARRION** HAS TAKEN OVER THE OBSERVATION DECK OF THE EMPIRE STATE BUILDING...

HE'S THREATENING TO RELEASE HIS ZOMBIE VIRUS ON THE CITY UNLESS **SPIDER-MAN** MEETS HIM WITHIN THE NEXT HOUR...



HOW FAR ARE WE FROM THE EMPIRE STATE BUILDING?



ABOUT TWENTY BLOCKS...

YOU GET THIS OVER TO THE **S.H.I.E.L.D.** COMMAND POST. IT MIGHT HAVE INFORMATION THAT COULD LEAD TO A CURE FOR **CARRION'S** PLAGUE...

"ME, I'VE GOT TO GO STOP THIS CREEP."



YOU MUST KILL **SPIDER-MAN**, ALLEN.

KILL HIM, AND ALL MY SECRETS WILL BE YOURS.



KEEP YOUR EYES OPEN, MY ZOMBIES!

ALERT ME THE MOMENT SPIDER-MAN ARRIVES!



THE WEB-SLINGER'S DEATH IS THE ONLY THING THAT WILL SILENCE THE VOICE IN MY HEAD!



I CHECKED WITH THE POLICE BEFORE HEADING UP HERE. THEY'VE CLEARED THE TOP FLOORS OF THE BUILDING AND SEALED THEM OFF.



SPIDER-MAN IS HERE.

THEN GO! FLY OVER THE EDGE!



KILL SPIDER-MAN!

KILL SPIDER-MAN!

Uh-Oh --

INCOMING!

CARRION'S THREATENED TO TELL HIS ZOMBIES TO JUMP OVER THE RESTRAINING WALL IF S.H.I.E.L.D. TRIES TO USE THE GAS GRENADES THEY USED ON BROADWAY.

CARRION DOESN'T THINK ANYTHING OF USING HIS ZOMBIES AS CANNON FODDER. LUCKY FOR ME, THEY'RE PRETTY CLUMSY.

GOTCHA!

KILL SPIDER-MAN.

A comic book panel showing Spider-Man in his red and blue suit, being pulled upwards by a mechanical arm. He is looking back over his shoulder with a determined expression. The background is a bright yellow and white striped pattern. A speech bubble from an unseen character at the top reads: "CARRION DOESN'T THINK ANYTHING OF USING HIS ZOMBIES AS CANNON FODDER. LUCKY FOR ME, THEY'RE PRETTY CLUMSY." Spider-Man's speech bubble says "GOTCHA!". A speech bubble from the mechanical arm at the bottom says "KILL SPIDER-MAN."

KILL
SPIDER-MAN.

[illegible]

**KILL
SPIDER-
MAN.**

[illegible]

**KILL
SPIDER
MAN.**

[illegible]

**KILL
SPIDER-
MAN.**

I'D BETTER PIN THESE PEOPLE DOWN BEFORE THEY HURT THEMSELVES...

...OR ME!

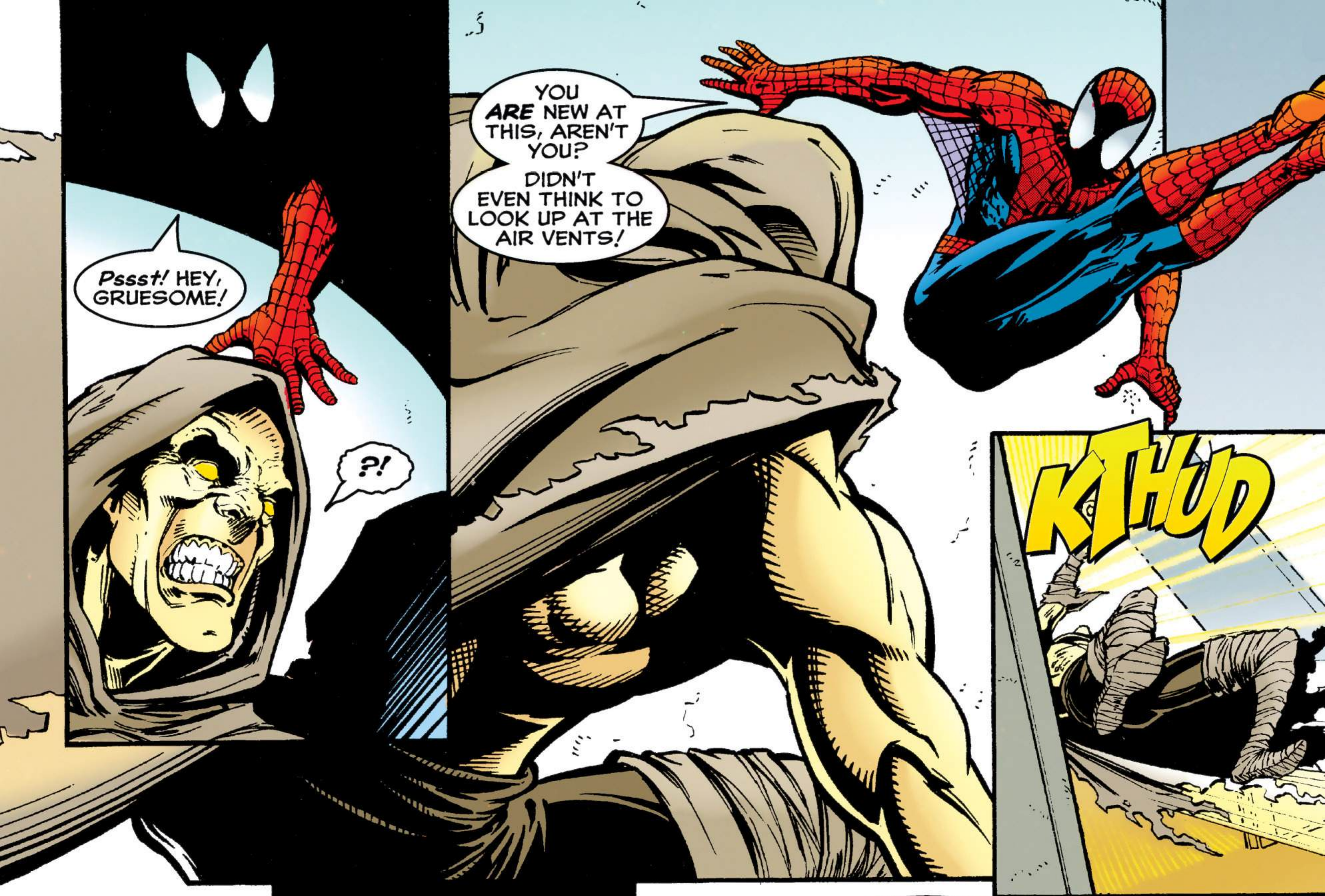
NOW, WHERE IS CARRION HIDING?

31

**...OR
ME!**

NOW, WHERE IS CARRION HIDING?





Pssst! HEY, GRUESOME!

YOU ARE NEW AT THIS, AREN'T YOU?
DIDN'T EVEN THINK TO LOOK UP AT THE AIR VENTS!

?!

KTHUD



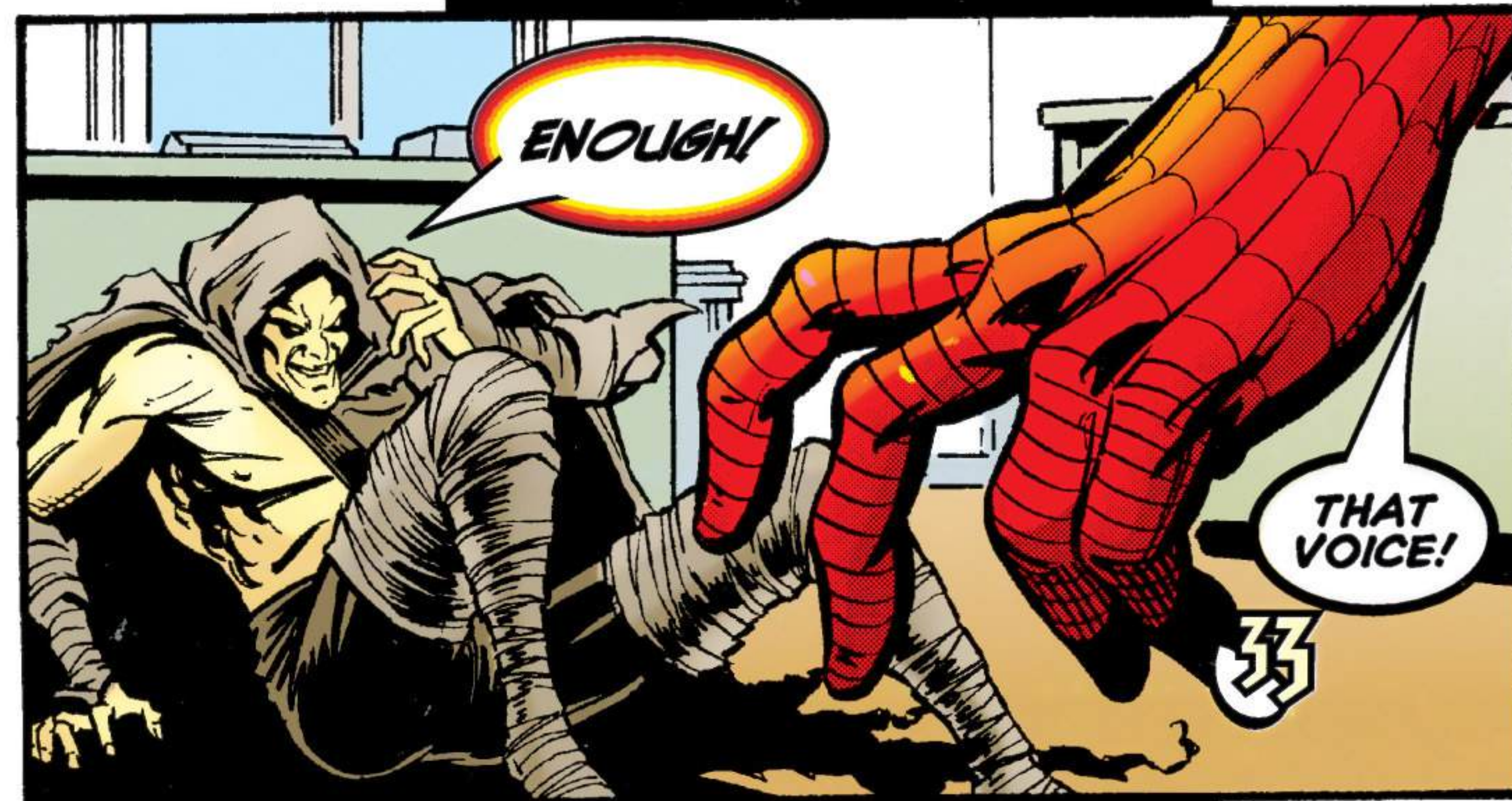
WHOOSH

I MAY BE NEW AT THIS, BUT I CAN STILL HURT YOU!



NOT IF I DON'T GIVE YOU THE CHANCE!

POK



ENOUGH!

THAT VOICE!

YES, SPIDER-MAN. IT'S ME -- MILES WARREN! THE ONE, TRUE CARRION. THIS BODY IS MINE NOW.

YOU SEE, THE FIRST CARRION YOU FACED WAS A CLONE OF ME, CREATED TO BECOME A LIVING CORPSE AND INCUBATE FOR FIVE YEARS...

...SO THAT ITS CELLS WOULD CARRY WITHIN THEM THE VIRUS I INTENDED TO USE TO DESTROY MANKIND.

BUT THAT CLONE WAS RELEASED TOO SOON, AND YOU DESTROYED IT -- JUST AS YOU KILLED GWEN STACY!

NOW... IT IS MY TURN TO KILL YOU!

IN MAXIMUM CLONAGE - Tom.

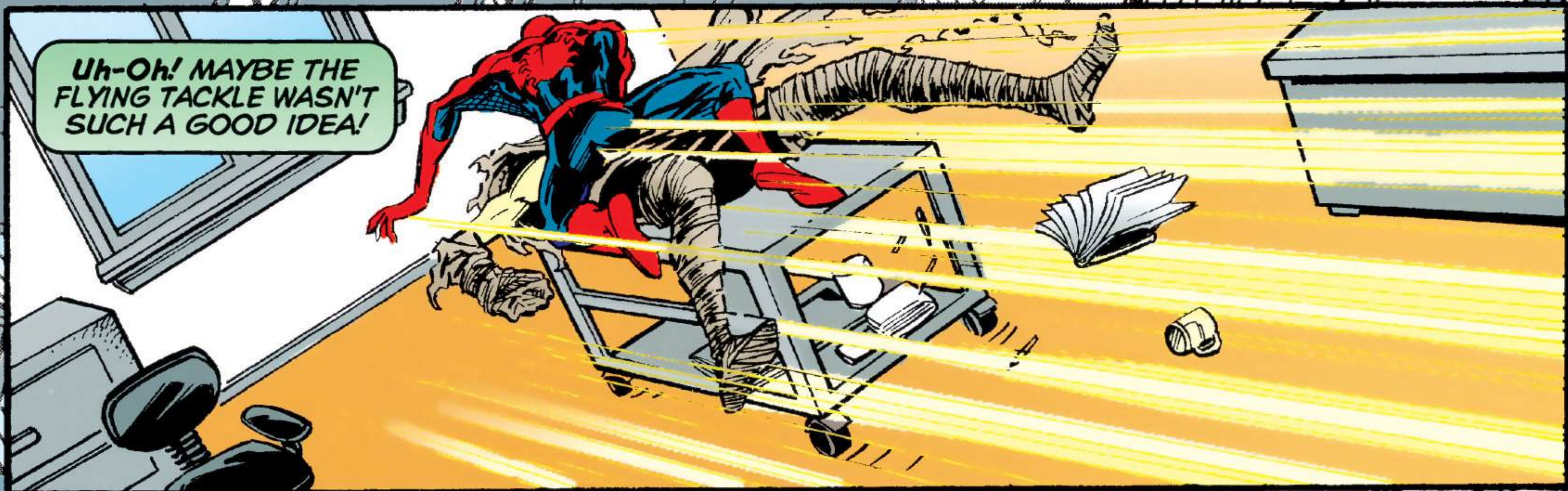


STILL HUNG UP ON GWEN, WARREN? SOME THINGS NEVER CHANGE!



MY HANDS!

YOUR DEATH TOUCH IS USELESS WITH YOUR HANDS COVERED!



Uh-Oh! MAYBE THE FLYING TACKLE WASN'T SUCH A GOOD IDEA!



I TOLD YOU I HAD EVERYTHING UNDER CONTROL, WARREN!

YOU WERE PLAYING GAMES, ALLEN!

SPIDER-MAN HAS TO BE DESTROYED!

AND YOU RISKED MY LIFE TO KILL HIM!

MAN, THIS GETS WEIRDER BY THE MINUTE! IT SOUNDS LIKE BOTH MILES WARREN AND WILLIAM ALLEN ARE FIGHTING OVER CARRION'S BODY!

AND THAT MAY GET US ALL KILLED...

...IF I DON'T DO
SOMETHING FAST!

HE'S TOO
DISTRACTED
TO LEVITATE!

GOTCHA!

THWIPP

THWIPP

I SHOULD
NEVER HAVE LET
MY GUARD
DOWN!

I
SHOULDN'T
HAVE LET YOU
INVADE MY
BODY!

WITHOUT ME,
YOU WOULD HAVE
NONE OF THIS
POWER!

BETTER KEEP HIM SPINNING. I
DON'T WANT HIM TO REGAIN HIS
SENSES AND TELEPORT AWAY
BEFORE I CAN GET HIM TO TELL
ME HOW TO CURE HIS ZOMBIES!

THIS
BODY IS MINE!
I WON'T LET
YOU CONTROL
IT!

Dr. ALLEN, I
PRESUME?

TELL ME,
CHUCKLES...

...HOW
DO WE CURE THE
PEOPLE YOU'VE
INFECTED?

THERE
IS NO CURE.
ONCE I HAVE
THEM ---

-- THEY
ARE MINE
UNTIL THEY
DIE!

THAT'S
WHAT YOU
THINK!

POW

I COULDN'T RISK LETTING
HIM TELEPORT AWAY, SO
I KNOCKED HIM OUT.

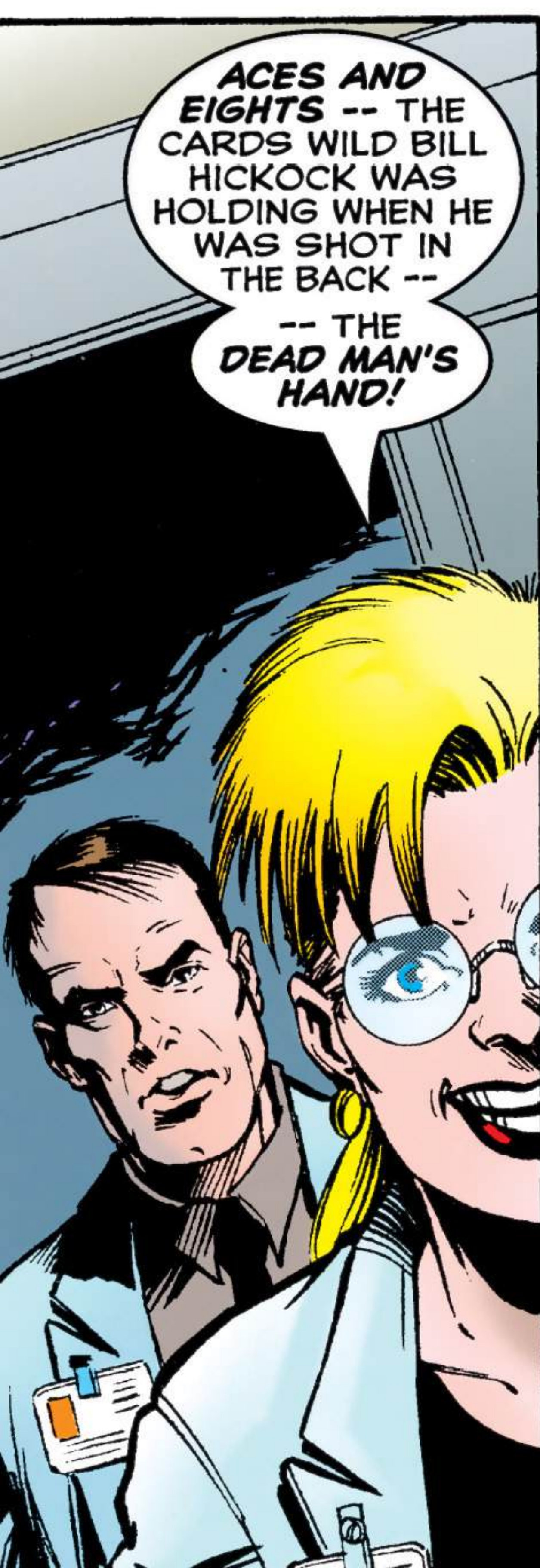
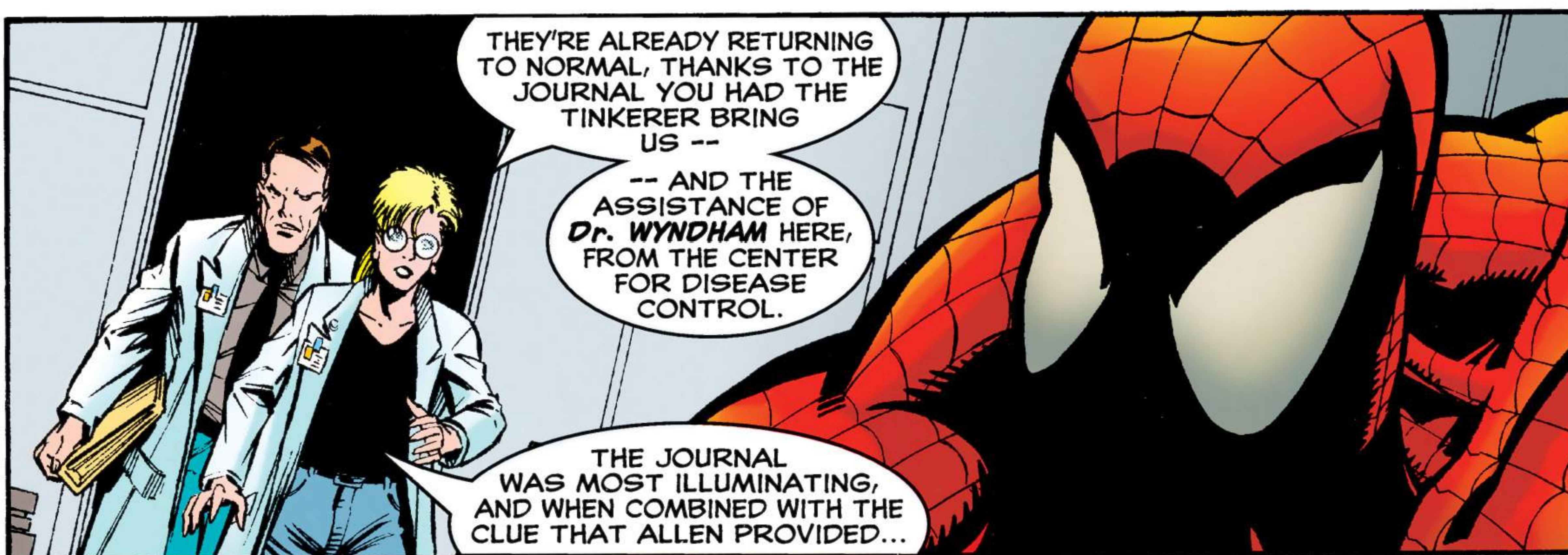
I HAD NO IDEA THAT HIS
BODY WAS SO FRAGILE THAT
I'D KNOCK HIS TEETH OUT.

GROSS.

I BUNDLE HIM UP AND CARRY
HIM ACROSS TOWN TO THE
NEW YORK COLISEUM...

...IN HOPES THAT, BY EXAMINING
HIM, S.H.I.E.L.D. MIGHT BE ABLE
TO COME UP WITH AN ANTIDOTE.

NOT TO MENTION FIND A WAY
TO HOLD HIM UNTIL HE CAN
STAND TRIAL FOR HIS CRIMES.

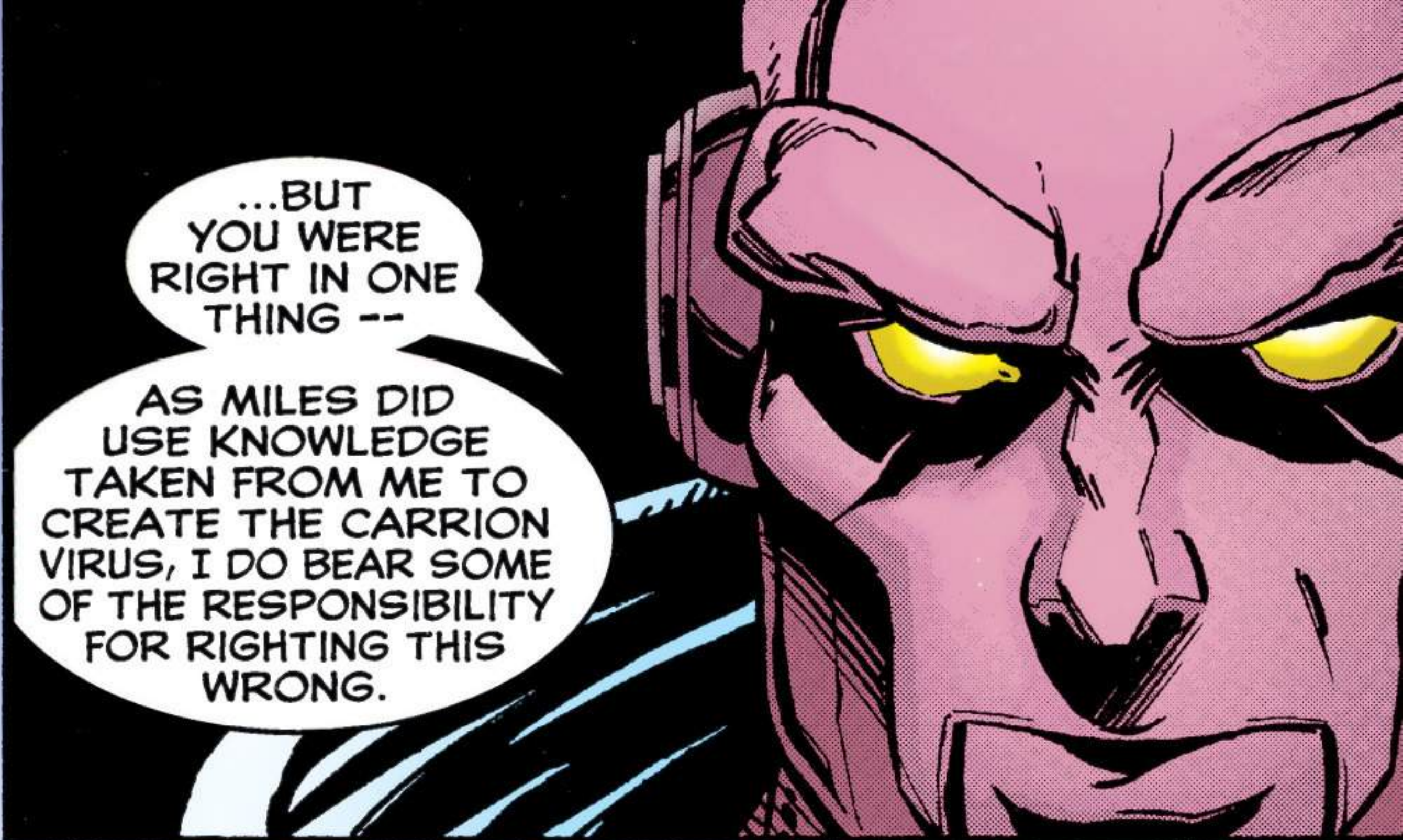




THE HIGH EVOLUTIONARY!

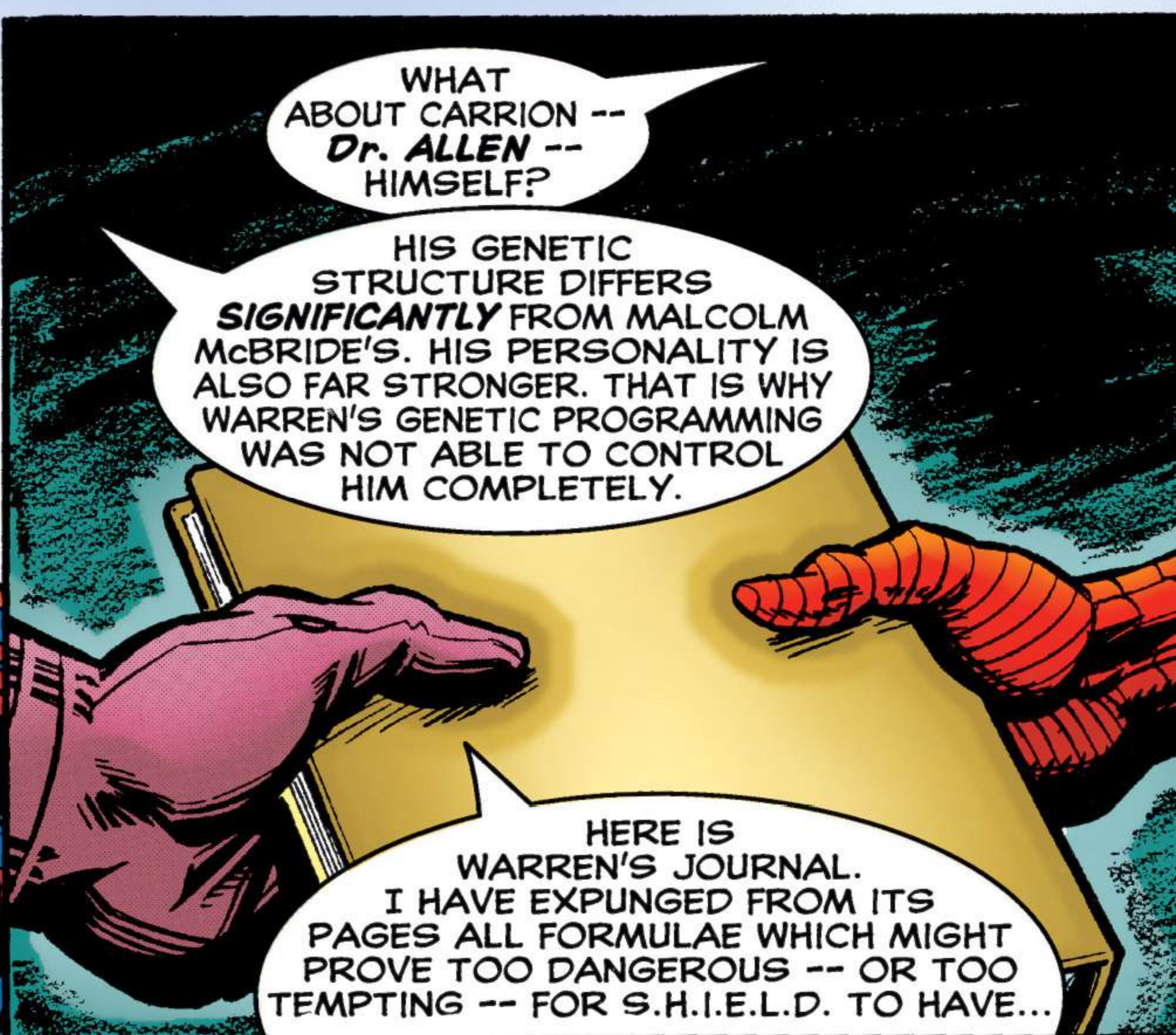
BUT I THOUGHT YOU SAID THAT THE AFFAIRS OF NORMAL MEN AND WOMEN WERE OF NO CONCERN TO YOU.

ORDINARILY, THEY ARE NOT...



...BUT YOU WERE RIGHT IN ONE THING --

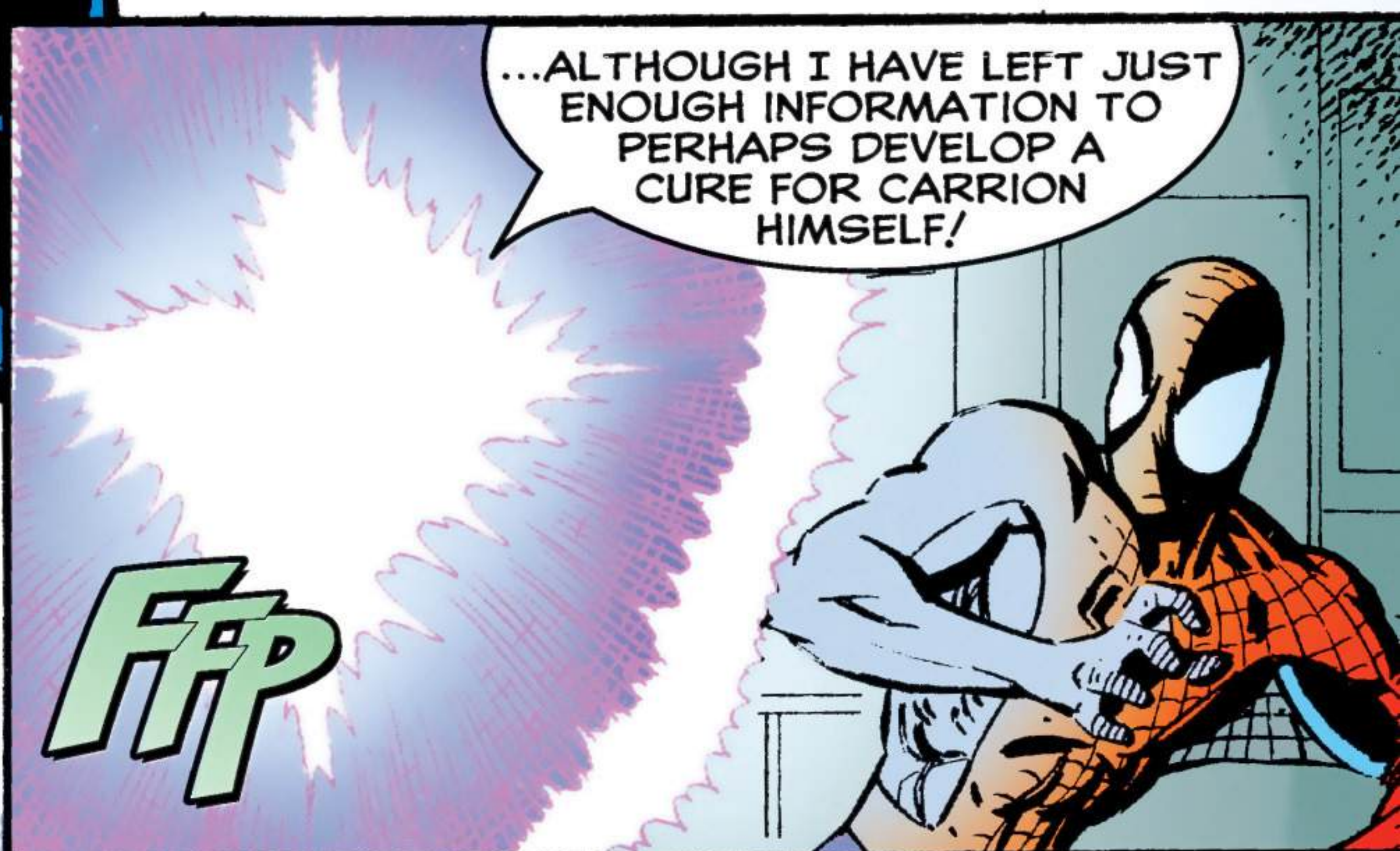
AS MILES DID USE KNOWLEDGE TAKEN FROM ME TO CREATE THE CARRION VIRUS, I DO BEAR SOME OF THE RESPONSIBILITY FOR RIGHTING THIS WRONG.



WHAT ABOUT CARRION -- Dr. ALLEN -- HIMSELF?

HIS GENETIC STRUCTURE DIFFERS SIGNIFICANTLY FROM MALCOLM McBRIDE'S. HIS PERSONALITY IS ALSO FAR STRONGER. THAT IS WHY WARREN'S GENETIC PROGRAMMING WAS NOT ABLE TO CONTROL HIM COMPLETELY.

HERE IS WARREN'S JOURNAL. I HAVE EXPUNGED FROM ITS PAGES ALL FORMULAE WHICH MIGHT PROVE TOO DANGEROUS -- OR TOO TEMPTING -- FOR S.H.I.E.L.D. TO HAVE...



...ALTHOUGH I HAVE LEFT JUST ENOUGH INFORMATION TO PERHAPS DEVELOP A CURE FOR CARRION HIMSELF!



?!

HEY! WHERE DID DOC WYNDHAM DISAPPEAR TO?

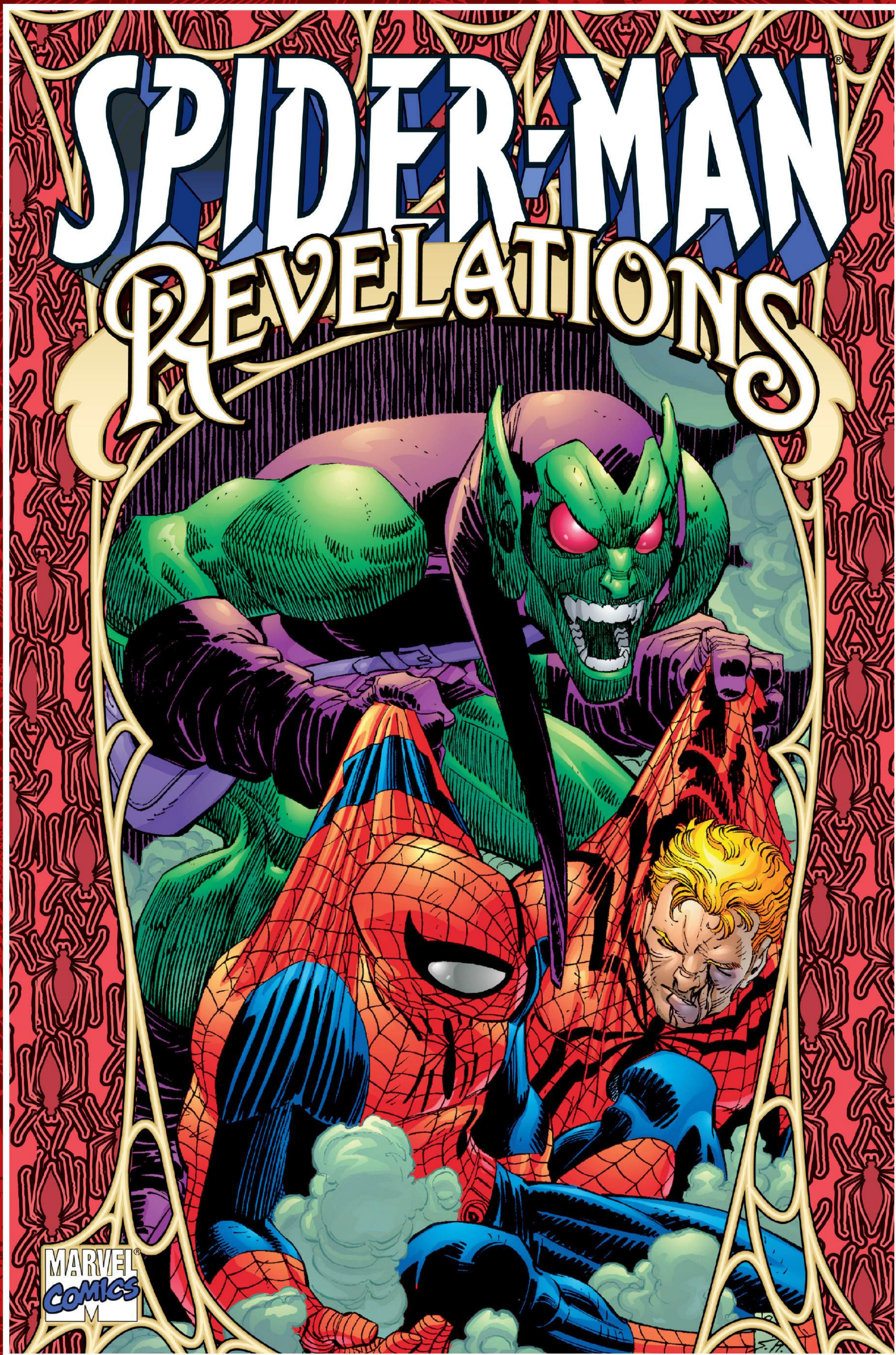
Uh -- HE HAD ANOTHER CALL...

TOO BAD. I WANTED TA THANK HIM FOR HIS HELP.



ME TOO, DUGAN. ME TOO!

END?



SPIDER-MAN: REVELATIONS TPB COVER BY JOHN ROMITA JR., SCOTT HANNA & LIQUID!

SEEING DOUBLE or, two isn't better than one

I remember hearing about the “Clone Thing” happening in the arachnid area of the Marvel offices and being quite taken with the conceptual daring of the idea. It’s been unfortunately common to cite the entire clone affair as a failure — a disaster for the Spider-Man titles. It was hardly that. The storyline certainly angered many readers — and that’s fine, so long as they kept reading.

Somewhere along the way, for reasons lost to antiquity, the clone saga blurred focus, meandered and lost many of those fans who’d initially had their interest piqued. These things happen. And then Bob Harras, our spanking new editor in chief, handed me the Spidey titles and said, “Go forth and fix.” And with the inestimable assistance of the finest group of web-spinning writers and artists ever assembled, I believe the goal was accomplished. Peter Parker was restored as the one, true Spider-Man, and the lone figure from the endless annals of supervillaindom who could have conceived and executed the insidious clone plan was indeed shown to be the prime mover of the play.

Now, we have the heady opportunity to present the concluding chapters within a single scintillating volume, appropriately titled *Revelations*. And most exciting has been the chance to revisit the final chapter, “Night of the Goblin,” and add fourteen new pages that build beautifully upon the already

superb original, seamlessly interwoven to add a richness and depth that command your renewed attention. We also took advantage of the chance to have premier colorist Gregory Wright lovingly recolor the entire “Night of the Goblin,” taking the time we lacked in *Spider-Man* #75 (where the story first saw print) to render each panel a visual masterpiece.

Nobody said editing the Spider-Man titles was going to be a picnic. But having such a devoted — and vocal — readership makes it a bracing and worthwhile experience. Please enjoy our expanded, director’s cut version of *Spider-Man: Revelations*. Remember — we did it all for you.

—Ralph Macchio
1997

CLONE CONFIDENTIAL

We thought it would be nice to give each of the Spider-Man writers the chance to sound off in a personal way, giving their thoughts on the long-running Clone storyline. So, without further ado, the Gang of Four says their piece...

A funny thing about the Clone Saga—everybody has an opinion about it. Whether they read it or not.

Me, I always preferred to let the work speak for itself. A good story bores into your mind like a rusty nail, stabbing through your emotions, and infecting your mind with troublesome thoughts.

You alone can judge which stories haunt your dreams and which are cast aside.

However, I would like to share an incident with you...

I happened to attend a comic convention about the time the Clone Saga was wrapping up. I reported to the registration desk, and gave my name. The man behind the desk immediately recognized it and identified me as one of the spider-clone writers. He happened to like the story, and was very complimentary. One of his coworkers overheard him, and immediately felt compelled to give his opinions on the saga. (Not so complimentary!)

In the time it took someone to type my name on a guest badge, a lively discussion about the saga was in full swing. Everyone behind the table was hotly debating the story's merits and faults, and so were most of the pros standing behind me.

And from the comments I heard—not all flattering, mind you—most of these people had actually read the darn thing.

What does it all mean?

You tell me!

Thanks for being there

—Tom DeFalco

When we first came up with the Clone Saga it was meant to

stir things up in the Spider-Man corner of the Marvel Universe. I believe—whether you loved it or hated it — we succeeded in accomplishing our goal.

Marc, Tommy D., Terry, Danny, Eric, Todd, Glenn, Ralph, Tom Lyle, J.R. and Bob H.—I would work with these guys any day of the week in any year.

—Howard DeMackie
(tired of being the only different one.)

Whatever one's opinion of the so-called Clone Saga (and mine is that it would have been a classic had the creators been allowed to follow their original vision through to the end), my fondest memories of working on those issues are not of the stories themselves... but of the creation of those stories.

Every few weeks, the then-Spider-Writers (myself, Howard Mackie, Terry Kavanagh, Tom DeFalco) would gather in a Marvel conference room with former Spider-Chief Danny Fingeroth and his editorial crew to plot out the upcoming issues. I have never, in all my years in the business, had as much fun as I did at those gatherings. We were a group of creators low on ego and high on mutual respect, and the relaxed atmosphere Danny established at those meetings allowed us to be as wondrously brilliant—and as appallingly stupid—as we dared. We weren't just co-workers, we were friends.

The "Clone Saga" provided a framework that allowed me to tell some tales I'm extremely proud of—the death of Aunt

May in *Amazing Spider-Man* and the *Lost Years* mini-series, to name two—but comic books come and go... and the friendships cemented at those meetings will last a lifetime.

—J.M. DeMatteis

I was the new guy...

I came in somewhere around the middle of the first reel... suddenly a passenger on a Runaway Train called the Clone Saga. My traveling companions, Tom DeFalco, Marc DeMatteis, Howard Mackie (and, later, Dan Jurgens), were all people whom I'd admired in the past—whose work I enjoyed. But I was the new kid, and so, was the least vocal when we realized the train was being driven by indecision and sales figures.

Soon, however, we got a new Engineer (Thanks, Ralph!), who set us free and trusted us enough to let us try to make sense out of what had been forced on us, several months before. For us, it was choosing the lesser of about 42 different evils, but I think we did okay. I'm proud of *Revelations*, the four issues you now hold in your hands, and honored to have worked with everyone involved. Believe me when I say that it was truly a labor of love.

Several months before we wrote this, I woke in the middle of the night, struck with a sense of dread, a feeling that someone I knew, someone I loved, was in danger—was going to die. It took a few months to realize that it was Ben...

...I still miss him.

—Todd Dezago



THE CATAclySMIC CONCLUSION OF THE CLONE SAGA!

Peter and Ben grow ever closer to unraveling the twisted conspiracy that has manipulated them both for years, but the identity of the shadowy madman pulling their strings will shock both Spider-Men to the core — and one will not survive! As Mary Jane goes into labor and a vengeful villain makes his return, lies are exposed, truths are revealed and heroes are sacrificed! Plus: Take a peek behind the curtain at what could have been as Marvel's staffers explore alternate endings to the Clone Saga! And whatever happened to Carrion?

Collecting *Amazing Spider-Man* (1963) #417-418, *Sensational Spider-Man* (1996) #11, *Spectacular Spider-Man* (1976) #240-241, *Spider-Man* (1990) #73-75, *Spider-Man Team-Up* #5, *Spider-Man Unlimited* (1993) #14, *Spider-Man: Revelations*, *Spider-Man: The Osborn Journal*, *Spider-Man: 101 Ways to End the Clone Saga* and *Spider-Man: Dead Man's Hand* — written by **Tom DeFalco**, **Todd Dezago**, **J.M. DeMatteis**, **Howard Mackie**, **Darick Robertson**, **Steve Gerber**, **Glenn Herdling**, **Glenn Greenberg**, **Mark Bernardo**, **Joe Edkin** and **Roger Stern**; and illustrated by **Ron Garney**, **Steve Skroce**, **Mike Wieringo**, **Luke Ross**, **John Romita Jr.**, **Darick Robertson**, **James Fry**, **Joe Bennett**, **Kyle Hotz**, **Ben Herrera** and **Dan Lawlis**.